

1 Honorable Marsha J. Pechman
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UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON AT SEATTLE

9 BOILERMAKERS NATIONAL ANNUITY TRUST
10 FUND, on Behalf of Itself and All Others Similarly
11 Situated,

12 Plaintiff,

13 *v.*

14 WAMU MORTGAGE PASS-THROUGH
15 CERTIFICATES, SERIES AR1, *et al.*,

16 Defendants.

Case No.: C09-0037 (MJP)

**CONSOLIDATED CLASS
ACTION COMPLAINT**

JURY DEMAND

ECF CASE

16 NEW ORLEANS EMPLOYEE'S RETIREMENT
17 SYSTEM, *et al.*,

18 Plaintiffs,

19 *v.*

20 FEDERAL DEPOSIT INSURANCE CORPORATION
21 AS RECEIVER FOR WASHINGTON MUTUAL
22 BANK, *et al.*,

23 Defendants.

24 NEW ORLEANS EMPLOYEE'S RETIREMENT
25 SYSTEM, *et al.*,

26 Plaintiffs,

27 *v.*

28 THE FIRSTAMERICAN CORPORATION, *et al.*,

Defendants.

CONSOLIDATED CLASS ACTION COMPLAINT

Case No.: C09-0037 (MJP)

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1
2 DORAL BANK PUERTO RICO, on Behalf of Itself
3 and All Others Similarly Situated,

4 Plaintiff,

5 v.

6 WASHINGTON MUTUAL ASSET ACCEPTANCE
7 CORPORATION, *et al.*

8 Defendants.

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Case No.: C09-1557 (MJP)

ECF CASE

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1 **I. SUMMARY OF THE ACTION**

2 1. This action is brought pursuant to the Securities Act of 1933 (the “Securities Act”) as
 3 amended by the Private Securities Litigation Reform Act of 1995 (the “PSLRA”), 15 U.S.C. § 77a,
 4 *et seq.*, by court-appointed lead plaintiff Policemen’s Annuity and Benefit Fund of the City of
 5 Chicago (“Chicago PABF” or “Lead Plaintiff”), plaintiff Boilermakers National Annuity Trust
 6 (“Boilermakers”) and plaintiff Doral Bank Puerto Rico (“Doral”) (collectively, “Plaintiffs”) on their
 7 own behalf and on behalf of a class all persons and entities (the “Class”) who purchased or otherwise
 8 acquired interests in specific Washington Mutual Mortgage Pass-Through Trusts (the “Issuing
 9 Trusts”), as set forth in ¶42, *infra*, pursuant to and traceable to two Registration Statements and
 10 accompanying Original Basic Prospectuses filed with the Securities and Exchange Commission (the
 11 “SEC”) by Washington Mutual Asset Acceptance Corporation (“WMAAC”) on (i) December 30,
 12 2005 (SEC File No. 333-134461), thereafter amended on January 6, 2006 on pre-effective
 13 Registration Statement Form S-3/A (the “2006 Registration Statement”); and (ii) March 13, 2007
 14 (SEC File No. 333-141255), thereafter amended on April 9, 2007 on pre-effective Registration
 15 Statement Form S-3/A (the “2007 Registration Statement”) (collectively referred to herein as the
 16 “Registration Statements”).

17 2. Pursuant to the Registration Statements and the subsequently-filed Prospectus
 18 Supplements incorporated therein (collectively, the “Offering Documents”), Washington Mutual
 19 Capital Corporation a/k/a WaMu Capital Corporation (“WCC”) underwrote and sold to Plaintiffs
 20 and the Class \$47.25 billion of Washington Mutual Mortgage Pass-Through Certificates (the
 21 “Certificates”). The Certificates were issued in a series of thirty-six (36) offerings which took place
 22 between January 26, 2006 and June 26, 2007 (collectively, the “Offerings”).

23 3. As set forth below, the Offering Documents contained material misstatements and
 24 omissions. Defendants are strictly liable for these material misstatements and omissions under
 25

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1 Sections 11, 12 and 15 of the Securities Act, 15 U.S.C. §§ 77k, 77l(a)(2) and 77o. In addition,
 2 defendants are liable under the Washington State Securities Act (“WSSA”), RCW 20.21 et seq., for
 3 violations of RCW 21.20.010 (2) and (3). With respect to the Defendants’ violations of the
 4 Securities Act and WSSA, the Complaint asserts no allegations or claims sounding in fraud.
 5

6 4. Plaintiffs seek redress against Defendant WMAAC, who prepared and filed the
 7 Registration Statements and was the depositor of the underlying mortgage collateral into the Issuing
 8 Trusts; Defendants David Beck (“Beck”), Diane Novak (“Novak”), Thomas Green (“Green”),
 9 Rolland Jurgens (“Jurgens”) and Richard Careaga (“Careaga”), Thomas Lehmann (“Lehmann”),
 10 Stephen Fortunato (“Fortunato”) and Donald Wilhelm (“Wilhelm”), the officers of WMAAC and the
 11 individual signatories to either or both of the Registration Statements filed by WMAAC; Defendant
 12 WCC, the underwriter of the Offerings; and Defendants Moody’s Investors Services, Inc.
 13 (“Moody’s”) and McGraw-Hill Companies, Inc. (“McGraw-Hill”) inclusive of its Standard & Poor’s
 14 Ratings Services (“S&P”) division (collectively, the “Rating Agencies”), the nationally recognized
 15 statistical ratings organizations that were engaged to rate the Certificates; and Washington Mutual,
 16 Inc. (“WMI”) which was the parent company to WMB.¹ Plaintiffs also seek redress against First
 17 American Corporation (“First American”) and First American eAppraiseIT, LLC (“eAppraiseIT”),
 18 appraisers of the properties that collateralized the mortgages underlying the Certificates.
 19

20 5. WMAAC, WMB and WCC, together with their affiliates and subsidiaries, are
 21
 22
 23

24 1 Washington Mutual Bank, the sponsor/seller for each of the Offerings, as well as the
 25 originator and servicer for all of the underlying mortgage loan collateral for each of the Offerings is
 26 not named as a Defendant herein, solely due to the fact that on September 25, 2008 the Office of
 27 Thrift Supervision seized Washington Mutual Bank and placed it into the receivership of the Federal
 Deposit Insurance Corporation (“FDIC”), which sold Washington Mutual Bank’s assets to JPMorgan
 Chase & Co.

1 collectively referred to herein as “WaMu.”²

2 6. This action arises from the role of WaMu in originating or acquiring and then
 3 converting approximately 75,608 mortgage loans, mainly sub-prime first-lien hybrid adjustable rate
 4 loans with an initial fixed-rate period, into \$47.25 billion of purportedly “investment grade”
 5 mortgage-backed securities, which were then sold to Plaintiff and the Class in a series of thirty-six
 6 (36) public Offerings made pursuant to the Offering Documents. The value of the Certificates was
 7 directly tied to the value of the underlying mortgages, as well as the repayment of the underlying
 8 mortgages by borrowers since the principal and interest payments due to investors were secured and
 9 derived from borrower payments.³

10 7. WaMu controlled almost every aspect of the creation and issuance of the Certificates
 11 – from origination and pooling of the underlying mortgage loans, through the securitization of the
 12 loans and the sale of the Certificates representing interests in the loans to Plaintiffs and the Class.
 13 All of the mortgage loans underlying the Certificates were originated by WMB or otherwise
 14 acquired by WMB from various “correspondent” mortgage lenders throughout the Country. WMB
 15 formed WMAAC, a special purpose entity, for the sole purpose of acquiring mortgage loans from
 16 WMB and transferring the mortgage loans into the Issuing Trusts, which, in turn, issued the
 17 Certificates. The Certificates were then purchased by WCC, the underwriter, from the Issuing Trusts
 18

21 2 Washington Mutual Mortgage Securities Corporation, a limited purpose subsidiary of
 22 Defendant WMB, served as the sponsor/seller of the mortgage loan collateral for certain WaMu
 23 Offerings. WMB and WMMSC performed identical functions for the purposes of the Offerings
 24 complained of herein and as such, for the purposes of the Complaint, shall be referred to collectively
 25 as “WMB.”

26 3 As the original borrowers on each of the underlying mortgage loans paid their mortgages,
 27 distributions were made to investors through the Issuing Trusts in accordance with the terms of the
 28 Offering Documents governing the issuance of the Certificates. If borrowers failed to pay back their
 mortgages, defaulted, or were forced into foreclosure, the resulting losses flowed to the Certificate
 investors. As set forth in the Prospectus Supplements, the Certificates were divided into classes, or
 “tranches,” reflecting different priorities repayment, exposure to risk of default, and interest
 payments.

1 and sold to investors pursuant to the Offering Documents. Once the Certificates were issued and
 2 sold to investors, WMB's servicing division collected the mortgage payments submitted by
 3 borrowers and deposited the funds into the Issuing Trusts pursuant to the terms of each Issuing
 4 Trust's Indenture. The trustee that oversees the administration of each Issuing Trust periodically
 5 distributes payments to investors.
 6

7 8. In order for an Offering of Certificates to be marketable, a large proportion of the
 8 Certificates in the Offering had to be assigned the highest investment grade rating by at least two
 9 rating agencies. The reason is simple. Without high investment grade ratings, the Certificates could
 10 not be purchased by WaMu's principal clientele – institutional investors such as pension funds and
 11 insurance companies, because such investors' purchases are often restricted to securities rated above
 12 certain minimum allowable credit ratings.
 13

14 9. For this reason, WaMu did not leave the ratings assigned to the Certificates to chance.
 15 In fact, WaMu ensured such ratings were assigned by engaging firms such as Moody's and S&P to
 16 not only rate the Certificates at issuance, but also to directly participate in the securitization process.
 17 Undisclosed to Plaintiffs and the Class, the Rating Agencies played a significant role in determining
 18 which mortgage loans were to be included in the mortgage pools underlying the Certificates and in
 19 the structuring of the Offerings – *i.e.*, determining the number of classes, or tranches, each Offering
 20 would include, and the amount and type of investment protection or “credit enhancement” built into
 21 the Certificate structure.
 22

23 10. Also, WaMu did not disclose to Plaintiffs and the Class that WaMu engaged the
 24 Rating Agencies by way of “ratings shopping” - the practice of having the Rating Agencies provide
 25 proposed ratings on the Certificates as part of their bid for Certificate engagements.⁴
 26

27 4 As former head of mortgage-backed securities at Moody's, Brian Clarkson stated in an
 28

1 11. As a result, a substantial portion of the Certificates in each Offering were assigned the
 2 highest investment grade rating possible by the Rating Agencies at the time of their issuance – “Aaa”
 3 for Moody’s and “AAA” for S&P (hereinafter collectively referred to as “AAA.”) Overall, the
 4 Rating Agencies assigned AAA ratings to over 93%, or \$44.18 billion, of the Certificates. In fact,
 5 none of the Certificates, at the time of their Offering, were assigned ratings below investment grade
 6 – “Ba1” and below for Moody’s and “BB+” and below for S&P.
 7

8 12. The Certificates’ ratings were material to investors because of the purchase
 9 restrictions stated above, as well as the fact that the ratings were a reflection of the risk or probability
 10 of default on the mortgages underlying the Certificates, according to the Offering Documents.

11 13. Soon after the Certificates were issued, as a result of massive increases in borrower
 12 delinquency, foreclosures, repossessions and bankruptcies in the Certificates’ underlying mortgage
 13 collateral, the value of the Certificates collapsed. Plaintiffs and the Class have suffered realized
 14 losses of hundreds of millions of dollars as the value of the Certificates has plummeted. Moreover,
 15 the likelihood of the value of the Certificates ever returning to par value is severely diminished by
 16 the fact that **over 51%** of the mortgage loans underlying the Certificates – the source of income for
 17 Certificate investors – are in some type of delinquency or default, or are subject to foreclosure or
 18 bankruptcy. The delinquency and default rates on the Certificates’ underlying mortgages – arising
 19 from, among other things, faulty origination practices – has triggered unprecedented downgrades of
 20 the Certificates by the Rating Agencies. Moody’s and S&P have downgraded over 99%, or \$46.75
 21 billion, of the Certificates issued, of which 95%, or \$44.56 billion, are now rated below investment
 22 grade. Further, over 94%, or \$41.62 billion, of the \$44.18 billion of Certificates initially awarded
 23 AAA ratings have been downgraded to below investment grade. As of the date of this filing, over
 24

25 27 October 17, 2008 article in *Financial Times*, that in structured finance, including mortgage backed
 28 securities, “[y]ou start with a rating and build a deal around a rating.”

1 95% of the Certificates are rated speculative junk bond grade.

2 14. Since the purchasers of the Certificates depended on the quality of the underlying
 3 mortgage collateral for their financial returns, the descriptions of the loan origination practices
 4 contained in the Offering Documents were highly material disclosures to them. The Offering
 5 Documents indicated that the underlying mortgage loans were originated pursuant to origination
 6 guidelines that included an examination of borrower creditworthiness and an accurate, independent
 7 appraisal of the property subject to each mortgage loan.

9 15. The loan origination guidelines detailed in the Offering Documents contained
 10 material misstatements and omissions since, as came to light only well after issuance of the
 11 Certificates, the principal mortgage loan originator, WMB, systematically disregarded the
 12 underwriting guidelines in a number of ways. The materiality of these misstatements and omissions
 13 is reflected in the fact that the Rating Agencies, in downgrading the Certificates from the highest
 14 investment grade to junk bond grade, specifically attributed the downgrades to "aggressive
 15 underwriting" in the origination of the underlying mortgage loans.

17 16. Compliance with the stated loan underwriting guidelines was highly material to
 18 Certificate investors, who were dependent on the creditworthiness of the borrowers for interest and
 19 principal payments throughout the lifespan of the Certificates. In contrast, WaMu had no such
 20 similar financial interest, since their compensation was earned once the Offerings were completed.
 21 For this reason, among others, WaMu, specifically WCC, conducted inadequate due diligence with
 22 respect to whether the underlying mortgage loans were originated in conformity with the
 23 underwriting guidelines stated in the Offering Documents – ignoring deficient lending
 24 documentation and inflated appraisals of the properties collateralizing the mortgages underlying the
 25 Certificates. In fact, WCC failed to conduct any of its own due diligence at the underwriting stage of
 26 the Offerings. Instead, WCC relied on wholly inadequate reviews of the underlying mortgages,
 27
 28

1 conducted by third-party firms, who were engaged by WCC to examine small samples – 5-7% at
 2 most – of the mortgage loans in WMB’s loan portfolio.⁵ WCC’s “due diligence” was limited,
 3 inadequate and defective.

4 17. The Offering Documents fail to disclose that, Rating Agencies’ models for assigning
 5 rates were woefully outdated. It was only disclosed well after the issuance of the Certificates, that
 6 S&P’s models had not been materially updated since 1999 and Moody’s models had not been
 7 materially updated since 2002. The Rating Agencies’ models employed obsolete statistical
 8 assumptions based on the performance of mortgage loans and underwriting standards for mortgage
 9 loans issued prior to 2003. However, Certificates’ underlying mortgage collateral includes a
 10 substantial proportion of certain types of loans which only began to be originated *en masse* from
 11 2003 moving forward – *i.e.*, sub-prime and Alt-A loans, adjustable rate mortgage loans (“ARMs”)
 12 and non-traditional or hybrid-ARMs (*i.e.*, negative amortization loans or interest-only loans) – all
 13 issued with limited borrower documentation or employment verification.⁶ Thus, the Rating
 14 Agencies’ models could in no way predict the performance of the Certificates’ underlying mortgage
 15 collateral.

16 18. The Offering Documents also failed to disclose material financial conflicts of interest

20 ⁵ WaMu contracted out the inspection of loans for compliance with the underwriting
 21 guidelines to outside third-party appraisal firms – *i.e.*, Clayton Holdings, Inc. (“Clayton”) and The
 22 Bohan Group (“Bohan”) – and then conducted limited oversight of these subcontractors’ activities.
 23 As disclosed as part of an ongoing investigation of investment banking and mortgage-backed
 24 securities issuer misconduct in underwriting mortgage-backed securities being conducted by the
 25 New York Attorney General (the “NYAG”), Clayton and Bohan routinely provided issuers with
 26 detailed reports of loans non-compliant with underwriting guidelines, but WaMu routinely overrode
 27 and/or ignored these reports. Further, Bohan’s President stated that, by the time the Offerings of the
 28 Certificates took place, issuers were requiring a review of only 5-7% of the entire loan pools.

6 As discussed below, originations of non-traditional adjustable mortgages, interest only and
 7 negative amortization loans increased dramatically between 2005 and 2007. These types of loans
 8 presented the greatest potential for “payment shock” to the borrower since they both provide small
 9 initial fixed rates for a limited period of time which then reset thereafter to much higher monthly
 10 payment amounts.

1 between the Rating Agencies and WaMu, including WaMu's engagement of the Rating Agencies
 2 through ratings shopping. These conflicts of interest began to be disclosed to the public in a report
 3 released by the SEC in July 2008 (the "July 2008 SEC Report"), after a year-long investigation into
 4 the Rating Agencies' activities relating to the issuance of mortgage-backed securities in the period
 5 spanning 2005 through 2007. The July 2008 SEC Report disclosed that the Rating Agencies were
 6 typically chosen by way of ratings shopping whereby the Ratings Agency that was ultimately
 7 engaged was the one which provided the most profitable rating to the investment bank in "bidding"
 8 for the engagement. The July 2008 SEC Report also explained that the Rating Agencies were
 9 incentivized, due to the highly profitable nature of these mortgage-backed securities engagements,
 10 to not update their models, as doing so would render the Ratings Agencies unable to provide to the
 11 investment bank the necessary credit enhancement and rating structure for the mortgage
 12 securitization.
 13

14 19. The conflicts of interest which plagued the relationship between mortgage-backed
 15 securities issuers and the Rating Agencies were further discussed in a report issued by the
 16 Congressional Oversight Panel in January 2009 (the "January 2009 Congressional Oversight Panel
 17 Report") which stated, in no uncertain terms, that the conflicts of interest arising out of the fee-based
 18 relationship between mortgage-backed securities issuers and the Rating Agencies and the use of
 19 inadequate and incorrect ratings models played a key role in the catastrophic decline in the value of
 20 mortgage-backed securities, resulting in billions of dollars of investor losses.
 21

22 20. As set forth herein, the Offering Documents contained material misstatements and
 23 omissions of material facts in violation of Sections 11 and 12 of the Securities Act, including the
 24 failure to disclose that: (i) the mortgage loans underlying the Certificates were not originated in
 25 accordance with the loan underwriting guidelines stated in either the Registration Statements or the
 26 Prospectus Supplements, WaMu having failed to conduct either a meaningful assessment of the
 27

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1 borrowers' creditworthiness or an accurate appraisal of the mortgaged properties; (ii) WMAAC and
 2 WCC failed to conduct adequate, and in most cases any, due diligence with respect to compliance
 3 with the loan underwriting guidelines stated in the Offering Documents; (iii) the appraisals on many
 4 of the properties collateralizing the mortgages underlying the Certificates were inflated; (iv) there
 5 were material undisclosed conflicts of interest between WaMu and the Rating Agencies, including
 6 those reflected in undisclosed ratings shopping practices, which incentivized the Rating Agencies to
 7 inflate Certificate ratings to maintain business with WaMu; and (v) the amount of credit
 8 enhancement provided to the Certificates was inadequate to support AAA and investment grade
 9 ratings because those amounts were determined primarily by the outdated models of the Rating
 10 Agencies.

12 21. As a result of these material misstatements and omissions, Plaintiffs and the Class
 13 have suffered damages for which named defendants are liable pursuant to Sections 11, 12 and 15 of
 14 the Securities Act and the WSSA.

16 22. In addition, as described fully below, First American and eAppraiseIT allowed
 17 appraisals performed by eAppraiseIT to be improperly influenced by WaMu allowing for defective,
 18 inflated valuations of the mortgage properties underlying the Certificates, thereby, among other
 19 things, artificially inflating loan-to-value ("LTV") ratios reported in the Offering Documents. As a
 20 result, First American and eAppraiseIT have caused Plaintiffs and the Class to suffer damages for
 21 which these entities are liable under Section 11 of the Securities Act and the WSSA.

23 **II. JURISDICTION AND VENUE**

24 23. Claims alleged herein arise under Sections 11, 12(a)(2) and 15 of the Securities Act,
 25 15 U.S.C. §§ 77k, 77l(a)(2) and 77o and the WSSA. Jurisdiction is conferred by Section 22 of the
 26 Securities Act, and venue is proper pursuant to Section 22 of the Securities Act. The Court has
 27 supplemental jurisdiction over the Plaintiffs' claims under the WSSA pursuant to 28 U.S.C. § 1337.

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1 24. The violations of law complained of herein, including, but not limited to, the
 2 dissemination of the Offering Documents containing material misstatements and omissions, occurred
 3 in this District. All of the Defendants named herein, as well as their affiliates and subsidiaries,
 4 conduct or conducted business in this District.
 5

6 **III. PARTIES AND RELEVANT NON-PARTIES**

7 25. Lead Plaintiff Policemen's Annuity and Benefit Fund of the City of Chicago, is a
 8 public fund providing retirement, survivors and disability benefits to the City of Chicago Police
 9 officers. Lead Plaintiff purchased the following Certificates pursuant and traceable to the
 10 Registration Statements and subsequent Prospectus Supplements and sustained realized losses of
 11 \$14,727,986 thereby:
 12

Certificates Purchased	Amount of Units Purchased	Price Paid (Per Unit)
WaMu Mortgage-Pass Through Certificates, Series 2006-AR5	2,000,000	\$ 0.9947
WaMu Mortgage-Pass Through Certificates, Series 2006-AR12	188,500	\$ 1.0021
WaMu Mortgage-Pass Through Certificates, Series 2006-AR16	2,576,800	\$ 0.9950
WaMu Mortgage-Pass Through Certificates, Series 2006-AR16	1,293,900	\$ 0.9857
WaMu Mortgage-Pass Through Certificates, Series 2006-AR16	798,800	\$ 0.9628
WaMu Mortgage-Pass Through Certificates, Series 2006-AR16	3,996,600	\$ 0.9987
WaMu Mortgage-Pass Through Certificates, Series 2006-AR16	1,258,400	\$ 0.9693
WaMu Mortgage-Pass Through Certificates, Series 2006-AR16	2,000,000	\$ 0.9908
WaMu Mortgage-Pass Through Certificates, Series 2006-AR16	8,166,600	\$ 0.9971

1	WaMu Mortgage-Pass Through Certificates, Series 2007-HY1	4,770,000	\$ 1.0093
2	WaMu Mortgage-Pass Through Certificates, Series 2006-HY1	2,557,000	\$ 0.9860
3	WaMu Mortgage-Pass Through Certificates, Series 2007-HY7	5,382,700	\$ 0.9983

6 26. Plaintiff Boilermakers National Annuity Trust is a Taft-Hartley Pension Fund. As
 7 reflected in the certification filed herein, Boilermakers purchased the following Certificates pursuant
 8 and traceable to the Registration Statements and subsequent Prospectus Supplements and has been
 9 damaged thereby.

Certificates Purchased	Amount of Units Purchased	Price Paid (Per Unit)
WaMu Mortgage-Pass Through Certificates, Series 2006-AR7	4,025,923	\$ 1.0110
WaMu Mortgage-Pass Through Certificates, Series 2006-AR7	160,272	\$ 0.9002
WaMu Mortgage-Pass Through Certificates, Series 2007-HY7	2,700,000	\$ 0.9970

16 27. Plaintiff Doral Bank Puerto Rico is a public diversified financial services company
 17 with offices located in Puerto Rico. As reflected in the certification filed herein, Doral purchased the
 18 following Certificates pursuant and traceable to the Registration Statements and subsequent
 19 Prospectus Supplements and has been damaged thereby.

Certificates Purchased	Amount of Units Purchased	Price Paid (Per Unit)
WaMu Mortgage-Pass Through Certificates, Series 2006-AR17	20,169,638	\$1.18
WaMu Mortgage-Pass Through Certificates, Series 2006-AR18	77,406,568	\$0.68
WaMu Mortgage-Pass Through Certificates, Series 2007-OA1	97,903,407	\$1.15
WaMu Mortgage-Pass Through Certificates, Series 2007-OA4	87,911,350	\$1.07
WaMu Mortgage-Pass Through CONSOLIDATED COMPLAINT Case No.: C09-0037 (MJP)	66,050,534	\$1.05

1 Certificates, Series 2007-OA5

2 WaMu Mortgage-Pass Through 62,402,082 \$1.11
 3 Certificates, WMALT Series
 2007-OA5

4 28. Defendant WMAAC, at all relevant times, was a wholly-owned subsidiary of WMB
 5 and was principally located at 1301 Second Avenue, WMC 3501A, Seattle, Washington 98101.
 6 WMAAC filed the Registration Statements and Prospectus Supplements with the SEC in connection
 7 with the Offerings and served as the depositor of the Certificate collateral with the Issuing Trust in
 8 each of the Offerings. The role of WMAAC, a special purpose entity, was to purchase the mortgage
 9 loans from the WMB and then assign the mortgage loans and all of the rights and interest under the
 10 mortgage loan purchase agreement to the trustee for the benefit of the holders of certificates.

12 29. WMB acted as the sponsor/seller for the Certificates issued pursuant to the
 13 Registration Statements. All of the mortgage loans underlying the Certificates were originated
 14 pursuant to the stated underwriting guidelines of WMB. WMB also serviced the underlying
 15 mortgage loans. The principal offices for WMB's lending operations during the relevant period
 16 were located at 1301 Second Avenue, WMC 3501A, Seattle, Washington 98101. As set forth in the
 17 Registration Statements, once originated or acquired by WMB, WMB would convey mortgages to a
 18 special purpose entity, WMAAC, which then deposited the mortgage collateral into the Issuing
 19 Trusts. The Issuing Trusts then issued the Certificates supported by the cash flows from the
 20 mortgages and were secured by the mortgage assets.

22 30. The FDIC, is a Relevant Non-party to this Action. The FDIC is an independent
 23 agency of the U.S. Government. The FDIC is organized and existing pursuant to the Federal Deposit
 24 Insurance Act, 12 U.S.C. §1811, *et seq.*, with its principle place of business located in Washington,
 25 D.C. On September 25, 2008 the U.S. Office of Thrift Supervision seized WMB and appointed
 26 FDIC as receiver of WMB pursuant to 12 U.S.C. §1821(c). Pursuant to 12 U.S.C.
 27

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1 §1821(c)(3)(A)(ii), the FDIC accepted appointment as receiver. On January 28, 2009, the FDIC was
 2 substituted in place of WMB in two of the now consolidated actions.

3 31. Defendant WMAAC filed the 2006 and 2007 Registration Statements and
 4 accompanying Prospectus Supplements with the SEC on Form S-3, as subsequently amended on
 5 Form S-3/A as follows:

6 **Registration Statement File No. 333-134461**

Date Filed	Form Type	Amount Registered
December 30, 2005	S-3	\$ 1,000,000.00
January 3, 2006	S-3/A	\$ 100,000,000,000.00

7 **Registration Statement File No. 333-141255**

Date Filed	Form Type	Amount Registered
March 13, 2007	S-3	\$ 1,000,000.00
April 9, 2007	S-3/A	\$ 400,000,000,000.00

8 32. Defendant Beck was, at all relevant times, WMAAC's President and Principal
 9 Executive Officer as well as a Director of WMAAC. Beck signed the Registration Statements for
 10 the Offerings.

11 33. Defendant Novak was, at all relevant times, a Director of WMAAC. Novak signed
 12 the Registration Statements.

13 34. Defendant Green was, at all relevant times, WMAAC's Chief Financial Officer and
 14 Principal Financial Officer. Green signed the 2006 Registration Statement for the Offerings.

15 35. Defendant Jurgens was, at all relevant times, WMAAC's Controller and Principal
 16 Accounting Officer. Jurgens signed the 2006 Registration Statement.

17 36. Defendant Careaga was, at all relevant times, WMAAC's First Vice President and
 18 served as its Attorney-in-Fact. Careaga signed the 2006 Registration Statement.

19 37. Defendant Lehmann was, at all relevant times, WMAAC's Director and President
 20 (Principal Executive Officer). Lehmann signed the 2007 Registration Statement.

21 38. Defendant Fortunato was, at all relevant times, WMAAC's Chief Financial Officer
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1 (Principal Financial Officer). Fortunato signed the 2007 Registration Statement.

2 39. Defendant Wilhelm was, at all relevant times, WMAAC's Controller (Principal
3 Accounting Officer). Wilhelm signed the 2007 Registration Statement.

4 40. The Defendants identified in ¶¶33-39 are referred to herein as the "Individual
5 Defendants." The Individual Defendants functioned as directors of the Issuing Trusts as they were
6 officers and/or directors of WMAAC and signed one or both of the Registration Statements for the
7 registration of the Certificates thereafter issued by the Issuing Trusts.

8 41. The Individual Defendants participated with and/or conspired with the remaining
9 Defendants in the wrongful acts and course of conduct, or otherwise caused the damages and injuries
10 claimed herein, and are responsible in some manner for the acts, occurrences and events alleged in
11 this Complaint.

12 42. Defendant WCC was, at all relevant times, an SEC-registered broker-dealer
13 principally located at 1301 Second Avenue, WMC 3501A, Seattle, Washington 98101. WCC was a
14 wholly-owned subsidiary of Washington Mutual, Inc. ("WMI"). Defendant WCC served as the
15 underwriter for all of the Certificate Offerings and was intimately involved in all of the Offerings.
16 WCC failed to perform the requisite level of due diligence not merely once, but at all times in
17 connection with all of the Offerings complained of herein. The Prospectus Supplements
18 disseminated in connection with each of the Offerings contained the same material misstatements
19 and omissions of material fact relating to the guidelines employed in originating and securitizing the
20 underlying mortgage loans. WCC abdicated its duty to conduct due diligence on the underlying
21 mortgage loans, relying rather on the cursory review of the mortgage loans conducted by WMB and
22 third-party contractors, including Bohan and Clayton. WCC was, during the relevant period, one of
23 the leading underwriters of mortgage-backed securities in the United States. WCC served as the
24 underwriter and in the sale of the Certificates and assisted in drafting and disseminating the Offering
25
26
27
28

1 Documents for the following Offerings of Certificates which were issued pursuant to the
 2 Registration Statement:

Trust	Approximate Principal Amount	Approximate Offering Date	Underwriter(s)	Depositor/Issuer	Sponsor
WaMu Mortgage Pass-Through Certificates, Series 2006 - AR1	\$1,474,488,100	January 26, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
WaMu Mortgage Pass-Through Certificates, Series 2006 - AR2	\$332,239,100	February 15, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
WaMu Mortgage Pass-Through Certificates, Series 2006 - AR3	\$990,012,100	February 21, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
WaMu Mortgage Pass-Through Certificates, Series 2006 - AR4	\$909,714,200	April 20, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
WaMu Mortgage Pass-Through Certificates, Series 2006 - AR5	\$778,198,100	May 23, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
WaMu Mortgage Pass-Through Certificates, Series 2006 - AR6	\$448,667,100	June 22, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
WaMu Mortgage Pass-Through Certificates, Series 2006 - AR7	\$1,255,863,100	June 23, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank

1	WaMu Mortgage Pass- Through Certificates, Series 2006 - AR8	\$1,208,887,100	July 25, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
2	WaMu Mortgage Pass- Through Certificates, Series 2006 - AR9	\$1,087,842,100	October 24, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
3	WaMu Mortgage Pass- Through Certificates, Series 2006 - AR10	\$1,328,647,642	August 21, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
4	WaMu Mortgage Pass- Through Certificates, Series 2006 - AR11	\$1,615,625,100	August 22, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
5	WaMu Mortgage Pass- Through Certificates, Series 2006 - AR12	\$1,694,778,749	September 22, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
6	WaMu Mortgage Pass- Through Certificates, Series 2006 - AR13	\$1,468,050,100	September 25, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
7	WaMu Mortgage Pass- Through Certificates, Series 2006 - AR14	\$1,683,891,100	October 20, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
8	WaMu Mortgage Pass- Through Certificates, Series 2006 - AR15	\$868,034,100	October 23, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
9	WaMu Mortgage Pass- Through Certificates, Series 2006 - AR16	\$1,444,737,100	November 16, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank

1	WaMu Mortgage Pass- Through Certificates, Series 2006 - AR17	\$1,124,131,100	November 17, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
2	WaMu Mortgage Pass- Through Certificates, Series 2006 - AR18	\$1,554,983,100	December 18, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
3	WaMu Mortgage Pass- Through Certificates, Series 2006 - AR19	\$1,187,632,100	December 19, 2006	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
4	WaMu Mortgage Pass- Through Certificates, Series 2007 - HY1	\$3,007,814,100	January 22, 2007	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
5	WaMu Mortgage Pass- Through Certificates, Series 2007 - HY2	\$1,570,407,100	February 13, 2007	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
6	WaMu Mortgage Pass- Through Certificates, Series 2007 - HY3	\$2,970,344,100	February 23, 2007	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
7	WaMu Mortgage Pass- Through Certificates, Series 2007 - HY4	\$1,684,955,100	March 22, 2007	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
8	WaMu Mortgage Pass- Through Certificates, Series 2007 - HY5	\$1,619,028,100	April 23, 2007	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
9	WaMu Mortgage Pass- Through Certificates, Series 2007 - HY6	\$3,417,433,100	May 21, 2007	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank

1	WaMu Mortgage Pass- Through Certificates, Series 2007 - HY7	\$2,795,936,100	June 21, 2007	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
2	WaMu Mortgage Pass- Through Certificates, Series 2007 - OA4	\$1,600,429,100	April 24, 2007	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
3	WaMu Mortgage Pass- Through Certificates, Series 2007 - OA5	\$1,443,025,100	May 22, 2007	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
4	WaMu Mortgage Pass- Through Certificates, Series 2007 - OA6	\$1,420,586,100	June 22, 2007	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
5	WaMu Mortgage Pass- Through Certificates, WMALT Series 2007 - OA4	\$467,571,100	May 23, 2007	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
6	WaMu Mortgage Pass- Through Certificates, WMALT Series 2007 - OA4	\$578,412,100	June 25, 2007	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
7	WaMu Mortgage Pass- Through Certificates, WMALT Series 2007 - OC1	\$513,969,100	May 10, 2007	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
8	WaMu Mortgage Pass- Through Certificates, WMALT Series 2007 - OC2	\$473,070,100	June 25, 2007	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank
9	WaMu Mortgage Pass- Through Certificates, WMALT Series 2007 - 1	\$459,533,342	April 24, 2007	WaMu Capital Corporation	WaMu Asset Acceptance Corporation	Washington Mutual Bank

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1	WaMu				
2	Mortgage Pass-				
3	Through				
4	Certificates,	\$390,678,089	May 23, 2007	WaMu Capital	WaMu Asset
5	WMALT Series			Corporation	Acceptance
6	2007 - 2				Corporation
7	WaMu				Washington
8	Mortgage Pass-				Mutual
9	Through				Bank
10	Certificates,	\$385,977,600	June 26, 2007	WaMu Capital	WaMu Asset
11	WMALT Series			Corporation	Acceptance
12	2007 - 3				Corporation
13	WaMu				Washington
14	Mortgage Pass-				Mutual
15	Through				Bank
16	Certificates,				
17	WMALT Series				
18	2007 - 3				

43. Each of the Issuing Trusts for the Offerings was a common law trust formed for the sole purpose of holding and issuing the Certificates. Each of the Issuing Trusts issued hundreds of millions of dollars worth of Certificates pursuant to a Prospectus Supplement, incorporated by reference into its corresponding Registration Statement, which each listed numerous classes of offered Certificates.

44. Defendant Washington Mutual, Inc. was, at all relevant times located at 1301 Second Avenue, WMC 3501A, Seattle, Washington 98101 and served as the parent company to the sponsor/seller, WMB.

45. Defendant Moody's is a subsidiary of Moody's Corporation and is principally located at 250 Greenwich Street, New York, New York 10007. Moody's provides credit ratings, risk evaluation, investment research and data to investors. Moody's worked with WaMu in structuring the securitization transactions related to the Certificates and assigning credit ratings for the Certificates, which are set forth in the Prospectus Supplements.

46. Defendant S&P was, at all relevant times, a New York corporation with its principal place of business located at 1221 Avenue of the Americas, New York, New York 10020. Standard & Poor's Ratings Service is a division of Defendant McGraw-Hill which provides credit ratings, risk evaluation, investment research and data to investors. S&P worked with WaMu in structuring the securitization transactions related to the Certificates and assigning credit ratings for the Certificates,

1 which are set forth in the Prospectus Supplements.

2 47. Defendant First American Corporation is a California Corporation and has its
 3 executive offices at 1 First American Way, Santa Ana, California 92707-5913. First American,
 4 through its subsidiaries, provides business information and related products and services.

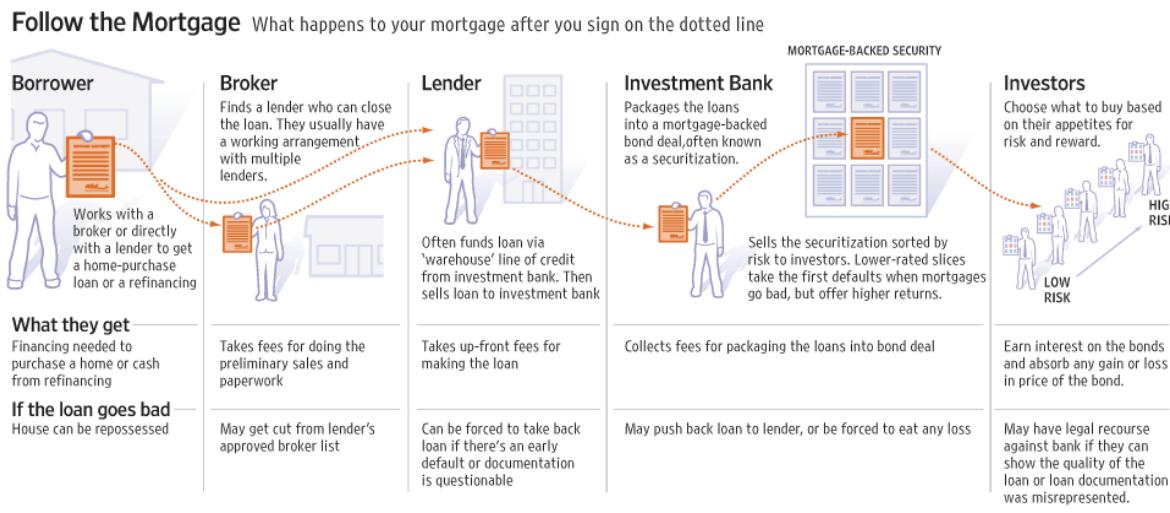
5 48. Defendant First American eAppraiseIT, LLC is a wholly-owned subsidiary of First
 6 American and has its executive headquarters at 12395 First American Way, Poway, California
 7 92064. eAppraiseIT provides real estate appraisal services to savings and loans, banks, and other
 8 lending professionals as well as providing appraisals for the mortgages underlying the Certificates.

9 49. First American and eAppraiseIT are collectively referred to herein as the "Appraiser
 10 Defendants."

13 IV. BACKGROUND

14 A. The Proliferation of Subprime Mortgage-Backed Securities

15 50. As illustrated below, in a mortgage securitization, mortgage loans are acquired,
 16 pooled together, and then sold to investors, who acquire rights in the income flowing from the
 17 mortgage pools.



1 51. When mortgage borrowers make interest and principal payments as required by the
 2 underlying mortgages, the resulting cash flow is distributed to the holders of the mortgage-based
 3 securities in order of priority based on the specific tranche held by the MBS investor. The highest
 4 tranche (also referred to as the senior tranche) is first to receive its share of the mortgage proceeds
 5 and is also the last to absorb any losses should mortgage-borrowers become delinquent or default on
 6 their mortgages.
 7

8 52. Traditionally, an originator of a mortgage loan was economically vested in
 9 establishing the creditworthiness of the borrower and the true value of the underlying property
 10 through appraisal before issuing the mortgage loans. The securitization of mortgage loans
 11 fundamentally shifted the risk of loss from the mortgage loan originator to the investor who
 12 purchased an interest in the securitized pool of loans. Thus, in securitizations, the originator does
 13 not have the same economic interest in establishing borrower creditworthiness or a fair appraisal
 14 value of the property in the loan origination process.
 15

16 53. In the 1980s and 1990s, securitizations were generally only carried out by
 17 Government Sponsored Enterprises, *e.g.*, the Federal National Mortgage Association (“Fannie Mae”)
 18 and the Federal Home Loan Mortgage Corporation (“Freddie Mac”), which would purchase loans
 19 from originators. Investors in Government Sponsored Enterprise securities were provided
 20 protections because the underlying loans were originated pursuant to strict underwriting guidelines.
 21

22 54. Between 2001 and 2006, however, there was dramatic growth in mortgage loan
 23 securitizations by entities not sponsored by the government, for which there were no minimum
 24 underwriting standards. This led to a commensurate increase in securitizations of subprime
 25 mortgage loans.
 26

27 55. A subprime mortgage loan is a mortgage loan to a borrower with substandard credit.
 28 In the decade since the inception of the subprime mortgage loan such loans have flourished as the
 29

1 vehicle by which lenders funded loans to borrowers who, for various reasons ranging from poor
 2 credit histories to unstable income levels, would not generally qualify for traditional or prime rate
 3 loans.

4 56. To compensate for the increased risk of making subprime loans, the upfront and
 5 continuing costs of a subprime loan are higher than that of a traditional loan. For example, the
 6 majority of subprime loans tend to be ARMS or hybrid-ARMS. Both shift the risk of rate
 7 fluctuation from the lender to the borrower.

9 57. Many borrowers obtain ARMs under the impression that they will be able to
 10 refinance at favorable terms before the ARMs reset at a higher interest rate. In the subprime
 11 mortgage context, ARMs created significant and widespread mortgage default risks because of the
 12 likelihood that subprime borrowers will be unable to make their mortgage payments after a rate
 13 adjustment. According to a study by First American CoreLogic, in 2007 and 2008, “trillions of
 14 dollars of adjustable-rate mortgages [had] their payments reset.” It is estimated that well over \$2
 15 trillion in ARMs were originated from 2004 to 2006.

17 **B. WaMu’s Origination and Securitization Operations**

18 58. Beginning in 2001 and extending into 2007, WMB experienced exponential growth in
 19 its subprime mortgage loan origination business.

20 59. During this timeframe, WaMu purchased and securitized a significant portion of the
 21 subprime mortgage loans originated or acquired by WMB into Certificates.

23 60. WaMu derived profit from the sale of the Certificates for a price in excess of the
 24 amount paid for the underlying mortgage loans. The goal for WaMu was to sell the Certificates for a
 25 price above the par value of \$1.00 per unit.

26 61. Certificates were issued through the Issuing Trusts designated with a “shelf” name –
 27 specifically, “WaMu Mortgage Pass-Through Certificates Trust.” WaMu completed thirty-six (36)
 28

1 Certificate Offerings pursuant to the Offering Documents, between January 26, 2006 and June 26,
 2 2007, which are all the subject of this action.

3 62. For Certificates to be marketable to their target investors, *e.g.*, pension funds,
 4 approximately 80% of the Certificates had to have an AAA rating. In order to ensure that a
 5 substantial portion of the Certificates were awarded the AAA ratings, WaMu had the Rating
 6 Agencies compete for the engagement by including their proposed ratings on the Certificates as part
 7 of their bid for the Certificate rating engagement. This ratings shopping process resulted in ***over***
 8 ***94%*** of the Certificates being assigned the AAA rating. Such ratings shopping began to be
 9 meaningfully disclosed to the public in July 2008.

10 63. In addition to engaging in ratings shopping, WaMu made sure the Rating Agencies
 11 participated in all aspects of the formation and structuring of the Certificates in order to guarantee a
 12 sufficient proportion of the Certificates would be assigned an AAA rating.

13 **1. Origination of Mortgage Loans By WMB**

14 64. The underlying mortgages of the Certificates in the thirty-six (36) Offerings
 15 complained of herein was purportedly originated pursuant to the stated guidelines of WMB, either by
 16 WMB itself or various correspondent lenders.

17 65. First, WaMu originated loans through WMB. In 2000, WMB was originating \$600
 18 million of mortgage loans per month, or just over \$7.0 billion for the year. In stark contrast, by
 19 2005, WMB originated over \$19.0 billion in mortgage loans each month, translating into over
 20 \$229.0 billion per year. All of the loans originated by WMB were acquired by WMB pursuant to
 21 Purchase and Sale Agreements. A computerized model priced the loans on a loan-by-loan basis.
 22 Once the loans were acquired by WMB, they were entered into WMB's computerized subprime loan
 23 "warehouse" database, which recorded the characteristics of each loan WMB acquired, including,
 24 among other things, the loan amount, the loan type, borrower credit information and appraisal
 25

1 information.

2 66. WaMu's second method of acquiring mortgage loans for securitization was through
 3 agreements entered into with small local and regional lenders, known as "correspondent" lenders,
 4 dispersed throughout the U.S.

5 **2. WCC's "Due Diligence" Review**

6 67. Once WaMu had acquired possession of the mortgage loan collateral from WMB and
 7 prior to securitization, a process of cursory "due diligence" on the mortgage loans was conducted by
 8 WCC. The review's ostensible purpose was to determine whether the loans contained the requisite
 9 legal documentation, were based on an independent appraisal and were originated in accordance
 10 with WMB's loan underwriting guidelines, which were detailed in the Offering Documents. The
 11 due diligence review that was conducted on the mortgage collateral was not specific to a securitized
 12 pool of mortgage loans. Rather, the due diligence that was performed, as set forth below, was
 13 periodically performed on a small sample (5-7% at most) of WMB's entire "warehouse" of mortgage
 14 loans.

15 68. WCC contracted its due diligence work to outside firms – namely, Bohan and
 16 Clayton. WaMu's Due Diligence Team was responsible for overseeing the work. The outside firms
 17 were supposed to be examining the loans for their conformity with WMB's guidelines, as detailed in
 18 the Offering Documents. Each loan reviewed was rated as category "1," "2" or "3". Category "3"
 19 loans were found to be defective and recommended for exclusion from securitization. However,
 20 WaMu's Due Diligence Team exercised its discretion and rarely excluded category "3" rated loans.
 21 WaMu was incentivized to hang on to category "3" loans because if WaMu rejected any significant
 22 portion of the loans, the size of the securitization, and thus the size of the fees derived from the
 23 securitization by WaMu, would be decreased significantly. In addition, the loans would remain as
 24 an asset on WaMu's mortgage ledger, subjecting WaMu to the risk of default or foreclosure.

1 69. Rather than conduct their own due diligence, WCC abdicated their duty to conduct
 2 any examination of the underlying collateral, and instead relied on the cursory due diligence
 3 conducted by third-party firms.

4 **3. The Roles of WCC and the Rating Agencies in the Securitization of
 5 Subprime Loans and the Structuring of the Certificates**

6 70. WCC was established in 2002 by WMB for the purpose of providing WaMu with
 7 direct access to investors. Since 2002, WaMu has been going directly to Wall Street with its
 8 products securitized through WCC. In 2005, WCC was officially made a wholly-owned subsidiary
 9 of WMB. WCC has enabled WaMu to issue billions in mortgage-backed securities directly, without
 10 obtaining the assistance of outside investment bankers.

12 71. The purpose of WCC, which was made up of a group of WMB employees working
 13 on the mortgage-backed securities sales desk, was to assess the demand for certain securities from
 14 the clients of the investment bank and to assist WaMu in structuring the Offerings of Certificates.
 15 This “pre-sell” of Certificates was critical for the quick sale of an Offering of Certificates.
 16 Therefore, WCC’s role in assessing market demand and assuring WaMu that sale of the Certificates
 17 to investors would be completed immediately after securitization was key to the Offerings’ success.

19 **C. The Appraisal Defendants Inflated Property Valuations**

20 72. Independent and accurate real estate appraisals are essential to the mortgage lending
 21 and securitization process, providing borrowers, lenders and investors in mortgage-backed securities
 22 with supposedly independent and accurate assessments of the value of the mortgage properties.
 23 Accurate appraisals ensure that a residential mortgage or home equity loan is not under-
 24 collateralized, thereby protecting borrowers from financially over-extending themselves and
 25 protecting lenders and investors in mortgage-backed securities in the event a borrower defaults on a
 26 loan. Importantly, accurate appraisals also provide investors with a basis for assessing the price and
 27 risk of mortgage-backed securities.

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1 73. An accurate appraisal is critical in determining the loan-to-value (“LTV”) ratio for a
 2 mortgaged property. The LTV ratio is a financial metric that Wall Street analysts and investors
 3 commonly use when evaluating the price and risk of mortgage-backed securities. The LTV ratio is
 4 directly dependent on the appraised value of a property because the LTV ratio is simply the
 5 mortgage amount divided by the appraised value of the property, expressed as a percentage. For
 6 example, if a borrower seeks to borrow \$350,000 to purchase a house worth \$400,000, the LTV ratio
 7 is \$350,000/\$400,000, or 88 percent. If, however, the appraised value of the house is artificially
 8 increased to \$450,000, the LTV ratio drops to just 78 percent (\$350,000/\$450,000).

10 74. From the perspective of a purchaser of mortgage-backed securities, a high LTV ratio
 11 is riskier because borrowers with small equity positions in their property have less to lose if the
 12 borrowers default on the loan. In addition, particularly when home values are declining, a high LTV
 13 ratio creates the heightened risk that, should the borrower default, the amount of the outstanding loan
 14 may exceed the value of the property.

16 75. The Registration Statements and Prospectus Supplements state that the property
 17 collateralizing the mortgages has been subjected to real-estate appraisals performed by independent,
 18 objective, and unbiased appraisers, pursuant to the stringent standards of the Uniform Standards of
 19 Professional Appraisal Practice (“USPAP”). USPAP provides a minimum set of quality control
 20 standards for the conduct of appraisal in the U.S. As the Office of Thrift Supervision regulations
 21 emphasize:

23 The soundness of a savings association’s mortgage loans and real estate investments . . . depends to a great extent upon the adequacy of the loan underwriting used to
 24 support these transactions. ***An appraisal standard is one of several critical components of a sound underwriting policy because appraisal reports contain estimates of the value of collateral held or assets owned.***

26 12 C.F.R. § 564.8(a) (emphasis in original).

27 76. In an effort to prevent improper collusion between appraisers and loan originators,

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26

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1 USPAP guidelines also state that client (*i.e.* loan originators) objectives must never affect the
 2 appraiser's independence or objectivity.

3 77. Because of the importance of appraisals in the home lending and mortgage-backed
 4 securities markets, state and federal statutes and regulations require that appraisals be accurate and
 5 independent. Specifically, USPAP requires appraisers to: “. . . perform assignments with
 6 impartiality, objectivity, and independence, and without accommodation of personal interests. In
 7 appraisal practice, an appraiser must not perform as an advocate for any party or issue.” USPAP
 8 rules also provide that “[a]n appraiser must not accept an assignment that includes the reporting of
 9 predetermined opinions and conclusions.” In addition, each appraisal report must contain a
 10 certification signed by the appraiser, stating that his or her compensation for completing the
 11 assignment is not contingent upon the development or reporting of a predetermined value or
 12 direction in value that favors the cause of the client. USPAP was incorporated into federal law by 12
 13 C.F.R. § 34.44.

14 78. In 2005, federal regulators, including the OTS, published guidelines regarding
 15 “Appraisal Regulations and the Interagency Statement on Independent Appraisal and Evaluation
 16 Functions” requiring, among other things, that: (1) loan production staff should not select appraisers;
 17 (2) loan production staff should not be involved in developing or maintaining lists of appraisers;
 18 and (3) information provided by the regulated institution should not unduly influence an appraiser or
 19 in any way suggest the property’s value.

20 79. Appraiser Defendants addressed implementation of the new guidelines in a June 1,
 21 2005 press release quoting Diane Valadez, Sr. VP of Valuation Consulting at eAppraiseIT:

22 The predominant compliance concern requiring immediate attention is ensuring that
 23 the loan production staff is not involved in selecting, monitoring and approving
 24 appraisers.

25 “As an independent valuation company, eAppraiseIT is committed to helping our
 26 lenders implement a plan that conforms to the new guidelines,” said Valdez. “We

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1 have a variety of tools and services that can ensure compliance in the wholesale,
 2 correspondent, and retail environments.”

3 80. The Registration Statements and Prospectuses included numerous representations
 4 about the quality of the mortgage loans underlying each of the Trusts, including the LTV ratios used
 5 to determine whether the underlying collateral was adequate, and the appraisal standards used to
 6 value the properties that collateralized the underlying mortgages. Because the LTV ratio is directly
 7 dependent on the appraisal value, any error related to an appraisal will directly affect the loan’s LTV
 8 ratio.

9 81. The Prospectuses filed with the SEC in connection with the sale of Certificates to
 10 Plaintiffs and members of the Class made numerous representations regarding purportedly favorable
 11 LTV ratios for mortgage loans supporting the Certificates.

12 82. The Registration Statements assured that:

13 The adequacy of the mortgaged property as collateral generally is determined by an
 14 appraisal made in accordance with pre-established appraisal guidelines. At
 15 origination, all appraisals are required to conform to the Uniform Standards of
 16 Professional Appraisal Practice Adopted by the Appraisal Standards Board of the
 17 Appraisal Foundation, and are made on forms acceptable to Fannie Mae and/or
 18 Freddie Mac.

19 WMAAC, Form S-3/A Registration Statement, filed January 3, 2006, at S-29; *see also*, WMAAC,
 20 Form S-3/A Registration Statement, filed April 9, 2007, at S-31 (Emphasis added).

21 83. The Prospectus Supplements further stated that:

22 The adequacy of the mortgaged property as collateral generally is determined by an
 23 appraisal made in accordance with pre-established appraisal guidelines. ***At***
origination, all appraisals are required to conform to the Uniform Standards of
Professional Appraisal Practice adopted by the Appraisal Standards Board of the
Appraisal Foundation, and are made on forms acceptable to Fannie Mae and/or
 24 Freddie Mac. Appraisers may be staff appraisers employed by the sponsor or
 25 independent appraisers selected in accordance with the pre-established appraisal
 26 guidelines. Such guidelines generally require that the appraiser, or an agent on its
 27 behalf, personally inspect the property and verify whether the property is in adequate
 28 condition and, if the property is new construction, whether it is substantially
 completed. However, in the case of mortgage loans underwritten through the
 sponsor’s automated underwriting system, an automated valuation method may be
 used, under which the appraiser does not personally inspect the property but instead

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1 relies on public records regarding the mortgaged property and/or neighboring
 2 properties. In either case, the appraisal normally is based upon a market data analysis
 3 of recent sales of comparable properties and, when deemed applicable, a replacement
 4 cost analysis based on the current cost of constructing or purchasing a similar
 5 property....

6 WaMu Series 2006-AR6 Trust, Prospectus Supplement Form 424B5, dated June 22, 2006, at S-
 7 20; *see also* Prospectus Supplement Form 424B5 for:

Series	Page Number	Series	Page Number
WAMU 2006 - AR1	S-29	WAMU 2006 - AR19	S-40
WAMU 2006 - AR2	S-21	WAMU 2007 - HY1	S-26
WAMU 2006 - AR3	S-26	WAMU 2007 - HY2	S-23
WAMU 2006 - AR4	S-36	WAMU 2007 - HY3	S-25
WAMU 2006 - AR5	S-32	WAMU 2007 - HY4	S-25
WAMU 2006 - AR6	S-20	WAMU 2007 - HY5	S-29
WAMU 2006 - AR7	S-39	WAMU 2007 - HY6	S-29
WAMU 2006 - AR8	S-23	WAMU 2007 - HY7	S-26
WAMU 2006 - AR9	S-39	WAMU 2007 - OA4	S-39
WAMU 2006 - AR10	S-25	WAMU 2007 - OA5	S-40
WAMU 2006 - AR11	S-51	WAMU 2007 - OA6	S-40
WAMU 2006 - AR12	S-27	WMALT 2007 - OA4	S-34 – S-35
WAMU 2006 - AR13	S-39	WMALT 2007 - OA5	S-34 – S-35
WAMU 2006 - AR14	S-21	WMALT 2007 - OC1	S-27 – S-28
WAMU 2006 - AR15	S-37	WMALT 2007 - OC2	S-27 – S-28
WAMU 2006 - AR16	S-23	WMALT 2007 - 3	S-31 – S-32
WAMU 2006 - AR17	S-38	WMALT 2007 - 4	S-28
WAMU 2006 - AR18	S-23	WMALT 2007 - 5	S-28 – S-29

18 84. Contrary to these representations, the appraisals eAppraiseIT performed for WaMu
 19 did not conform to the USPAP standards and did not portray accurate market data and valuation.
 20 Because WaMu's profits were determined largely by the quantity of the loans successfully closed
 21 and not on the quality of those loans, WaMu pressured and influenced eAppraiseIT to "hit" the LTV
 22 ratios necessary to allow more loans to close and be eligible for pooling and sale to the securitization
 23 market. WaMu then published the resulting defective LTV ratios in the Offering Documents.

24

25 **D. WCC's Failure to Conduct Due Diligence**

26 85. The Registration Statements provide that the loan underwriting guidelines used to
 27 originate the loan collateral is as specifically set forth in each of the Prospectus Supplements. The
 28

1 Prospectus Supplements provide that the mortgage loans underlying the Certificates were originated
 2 pursuant to detailed underwriting guidelines adhered to by WMB and correspondent lenders in
 3 originating the mortgage loans. *Id.*

4 86. As underwriter of the Certificate Offerings, WCC conducted inadequate due diligence
 5 with respect to whether the underlying mortgages were originated in compliance with the guidelines
 6 described in the Offering Documents. In fact, very little, if any, due diligence was actually
 7 conducted by WCC itself. Instead, WCC largely relied on the examination by WMB and third-party
 8 contractors, including Bohan and Clayton, of the underlying mortgage loan collateral in preparing
 9 the Offering Documents.

11 87. As delinquency and default rates began to skyrocket as early as four months after the
 12 initial Offering dates, WCC was forced to write-down a significant portion of the value of its
 13 mortgage-related securities holdings, has been and continues to be subject to Federal and State
 14 investigations and in some cases, has been forced into bankruptcy from the resultant mortgage-
 15 related losses.

17 88. Indeed, in June 2007, the New York Attorney General (“NYAG”) subpoenaed
 18 documents from Bohan and Clayton related to their due diligence efforts on behalf of the investment
 19 banks that underwrote mortgage-backed securities. The NYAG, along with Massachusetts,
 20 Connecticut and the SEC (all of which also subpoenaed documents) is investigating whether
 21 investment banks held back information they should have provided in their disclosure documents
 22 related to the sale of mortgage backed securities to investors.

24 89. In a January 12, 2008 article titled “Inquiry Focuses on Withholding of Data on
 25 Loans,” *The New York Times* reported:

26 An investigation into the mortgage crisis by New York State prosecutors is now
 27 focusing on whether Wall Street banks withheld crucial information about the risks
 28 posed by investments linked to subprime loans.

1 Reports commissioned by the banks raised red flags about high-risk loans known as
 2 exceptions, which failed to meet even the lax credit standards of subprime mortgage
 3 companies and the Wall Street firms. But the banks did not disclose the details of
 4 these reports to credit-rating agencies or investors.

5 The inquiry, which was opened last summer by New York's attorney general,
 6 Andrew M. Cuomo, centers on how the banks bundled billions of dollars of
 7 exception loans and other subprime debt into complex mortgage investments,
 8 according to people with knowledge of the matter. Charges could be filed in coming
 9 weeks.

10 * * *

11 The inquiries highlight Wall Street's leading role in igniting the mortgage boom that
 12 has imploded with a burst of defaults and foreclosures. The crisis is sending shock
 13 waves through the financial world, and several big banks are expected to disclose
 14 additional losses on mortgage-related investments when they report earnings next
 15 week.

16 As plunging home prices prompt talk of a recession, state prosecutors have zeroed in
 17 on the way investment banks handled exception loans. In recent years, lenders, with
 18 Wall Street's blessing, routinely waived their own credit guidelines, and the
 19 exceptions often became the rule.

20 It is unclear how much of the \$1 trillion subprime mortgage market is composed of
 21 exception loans. Some industry officials say such loans made up a quarter to a half
 22 of the portfolios they saw. In some cases, the loans accounted for as much as 80
 23 percent. While exception loans are more likely to default than ordinary subprime
 24 loans, it is difficult to know how many of these loans have soured because banks
 25 disclose little information about them, officials say.

26 Wall Street banks bought many of the exception loans from subprime lenders, mixed
 27 them with other mortgages and pooled the resulting debt into securities for sale to
 28 investors around the world.

29 * * *

30 Mr. Cuomo, who declined to comment through a spokesman, subpoenaed several
 31 Wall Street banks last summer, including Lehman Brothers and Deutsche Bank,
 32 which are big underwriters of mortgage securities; the three major credit-rating
 33 companies: Moody's Investors Service, Standard & Poor's and Fitch Ratings; and a
 34 number of mortgage consultants, known as due diligence firms, which vetted the
 35 loans, among them Clayton Holdings in Connecticut and the Bohan Group, based in
 36 San Francisco. Mr. Blumenthal said his office issued up to 30 subpoenas in its
 37 investigation, which began in late August.

38 * * *

1 To vet mortgages, Wall Street underwriters hired outside due diligence firms to
 2 scrutinize loan documents for exceptions, errors and violations of lending laws. But
 3 Jay H. Meadows, the chief executive of Rapid Reporting, a firm based in Fort Worth
 4 that verifies borrowers' incomes for mortgage companies, said lenders and
 5 investment banks routinely ignored concerns raised by these consultants,

6 "Common sense was sacrificed on the altar of materialism," Mr. Meadows said, "We
 7 stopped checking."

8 90. On January 27, 2008, Clayton revealed that it had entered into an agreement with the
 10 NYAG for immunity from civil and criminal prosecution in the State of New York in exchange for
 11 agreeing to provide additional documents and testimony regarding its due diligence reports,
 12 including copies of the actual reports provided to its clients. On the same day, both the *New York*
 13 *Times* (Anderson, J. and Bajaj, V., "Reviewer of Subprime Loans Agrees to Aid Inquiry of Banks,"
 14 Jan. 27, 2008), and the *Wall Street Journal* ran articles describing the nature of the NYAG's
 15 investigation and Clayton's testimony.

16 91. The *Wall Street Journal* reported that the NYAG's investigation was focused on "the
 17 broad language written in prospectuses about the risky nature of these securities changed little in
 18 recent years, even as due diligence reports noted that the number of exception loans backing the
 19 securities was rising." According to the *New York Times* article, Clayton told the NYAG "that
 20 starting in 2005, it saw a significant deterioration of lending standards and a parallel jump in lending
 21 expectations" and "some investment banks directed Clayton to halve the sample of loans it evaluated
 22 in each portfolio."

23 92. A March 23, 2008 *Los Angeles Times* article reported that Clayton and Bohan
 24 employees "raised plenty of red flags about flaws [in subprime home loans] so serious that
 25 mortgages should have been rejected outright – such as borrowers' incomes that seemed inflated or
 26 documents that looked fake – but the problems were glossed over, ignored or stricken from reports"
 27 as follows:

28 The reviewers' role was just one of several safeguards – including home appraisals,
 29 CONSOLIDATED COMPLAINT

1 lending standards and ratings on mortgage-backed bonds – that were built into the
 2 country's mortgage-financing system.

3 But in the chain of brokers, lenders and investment banks that transformed mortgages
 4 into securities sold worldwide, no one seemed to care about loans that looked bad
 5 from the start. Yet profit abounded until defaults spawned hundreds of billions of
 6 dollars in losses on mortgage-backed securities.

7 "The investors were paying us big money to filter this business," said loan checker
 8 Cesar Valenz. "It's like with water. If you don't filter it, it's dangerous. And it
 9 didn't get filtered."

10 As foreclosures mount and home prices skid, the loan-review function, known as
 11 "due diligence," is gaining attention.

12 The FBI is conducting more than a dozen investigations into whether companies
 13 along the financing chain concealed problems with mortgages. And a presidential
 14 working group has blamed the subprime debacle in part on a lack of due diligence by
 15 investment banks, rating outfits and mortgage-bond buyers.

16 *The Los Angeles Times*, "Subprime Watchdogs Ignored," March 23, 2008.

17 93. Moreover, while earlier in this decade issuers would have sought to have Clayton
 18 review 25% to 40% of loans in a pool that was going to be securitized, by 2006 the typical
 19 percentage of loans reviewed for due diligence purposes was at most seven percent. Bohan's
 20 President, Mark Bohan, stated that "[b]y contrast, buyers who kept the mortgages as an investment
 21 instead of packaging them into securities would have 50% to 100% of the loans examined."

22 94. In December 2007, WaMu announced in an article in the *New York Times* that it
 23 would be closing WCC.

24 E. **Collapse of the Mortgages Underlying the Certificates**

25 95. The defective nature of the mortgage collateral underlying the Certificates is reflected
 26 by the recurring pattern of exponential increases in borrower delinquencies in the months after each
 27 of the thirty-six (36) Offerings.

28 96. Four months after each of the Offerings were consummated, borrower delinquency
 29 and default rates on the underlying mortgage collateral increased by a staggering amount – from an
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1 average of 0.00% to over 3.4% of the mortgage loan balance. Six months following issuance in each
 2 of the Offerings, that average increased to over 4.5% of the mortgage loan balance. Borrower
 3 default and delinquency rates in the underlying mortgage collateral have continued to increase.
 4

5 97. In or around February 2009, the true deterioration of the underlying mortgage
 6 collateral began to surface to the public. Borrower delinquency and default rates rose to an average
 7 of 39% of the mortgage loan collateral, forcing the Rating Agencies to downgrade substantially all
 8 of the Certificates to junk bond status. As of the date of the filing of the Complaint, over 51% of
 9 mortgage collateral is considered to be in some form of delinquency or default.

10 98. Despite assurances by WaMu in the Offering Documents that the mortgage loans
 11 collateralizing the Certificates were originated pursuant to the stated guidelines of WMB, nothing
 12 could have been further from the truth.
 13

14 **F. The Ratings Agencies' Outdated Rating Models**

15 99. The Prospectus Supplements contain material misstatements and omissions of fact,
 16 including the failure to disclose that the amounts and forms of credit enhancement were understated
 17 and insufficient because they were largely determined by Rating Agencies' models that had not been
 18 materially updated since 1999 (for S&P) and 2002 (for Moody's). The Ratings Agencies' models
 19 were based primarily on the performance of fixed interest loans and not subprime, Alt-A, zero or
 20 limited documentation loans, which were the types of loans that comprised a significant proportion
 21 of the Certificate collateralizations.
 22

23 100. The Rating Agencies' determinations of the amount and type of credit enhancement
 24 to be included in the Certificates were faulty. These same faulty determinations were then used by
 25 the same firms to assign inflated and faulty AAA ratings to a substantial portion of the total
 26 Certificate value of the Offerings (93.50% of the aggregate value of the Offerings). These ratings
 27 were unjustifiably high because they were determined pursuant to the same outdated models used to
 28

1 determine credit enhancement.

2 101. The Rating Agencies' use of outdated models in rating mortgage-backed securities
 3 deals only began to be disclosed to investors in 2008. The inadequacy of the models used to rate
 4 (and determine the amount of credit enhancement needed to support the rating) was discussed in the
 5 April 2008 issue of *Mortgage Banking*, which explained that the Rating Agencies' models used
 6 statistical assumptions that were too heavily based on the performance of 30-year-fixed mortgages,
 7 which were not the kinds of complex, risky mortgages that had been securitized in the prior four
 8 years:

9 10 S & P's Coughlin admits that "assumptions that went into decision-making [on credit
 11 ratings] were informed by what had happened in the past," and yet in this instance
 12 "previous loss data proved to be much less of a guide to future performance."

13 12 But why? Drexel University's Mason believes it's because the CRAs relied on
 14 statistical models that were misleading, at best. "I think their [credit-rating]
 15 methodologies were demonstrably insufficient," he says.

16 15 "Unlike the traditional rating processes for single-named issuers, which rely on
 17 empirical analysis at their core, structured-finance rating analysis is essentially
 18 driven by statistical models," write Mason and Rosner in their paper. And the data
 19 that the rating agencies used when evaluating mortgage-backed securities--including
 20 those backed by subprime mortgages--were heavily biased by over-reliance on
 21 traditional 30-year fixed prime mortgage loans. But it turns out that a subprime loan,
 22 as Mason explains during an interview, is a very different animal.

23 19 "This is not your historical mortgage loan," he says. "This is more like a credit-card
 24 loan." Mason cites the increased popularity during the mortgage boom of so-called
 25 option ARMs, which are home loans that give the borrower a variety of monthly
 26 payment options and have variable cash-flow characteristics that are more like credit
 27 cards.

28 102. *The New York Times* noted, with respect to Moody's April 2007 disclosure, in an
 29 article published on April 8, 2008, that it was "revising" its model which had not been revised since
 30 2002:

31 103. In April 2007, Moody's announced it was revising the model it used to evaluate
 32 subprime mortgages. It noted that the model "was first introduced in 2002. Since
 33 then, the mortgage market has evolved considerably." This was a rather stunning
 34 admission; its model had been based on a world that no longer existed.

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36 105. Case No.: C09-0037 (MJP)

37 106. 35

38 107. SCOTT + SCOTT
 39 108. 600 B Street, Suite 1500
 40 109. San Diego, California
 41 110. Telephone: (619) 233-4565

1 103. The article explained that when Moody's had analyzed subprime delinquency data in
 2 2007 it had found trends that its 2002 model never accounted for:
 3

4 Poring over the data, Moody's discovered that the size of people's first mortgages
 5 was no longer a good predictor of whether they would default; rather, it was the size
 6 of their first and second loans – that is, their total debt – combined. This was rather
 7 intuitive; Moody's simply hadn't reckoned on it. Similarly, credit scores, long a
 8 mainstay of its analyses, had not proved to be a "strong predictor" of defaults this
 9 time. Translation: even people with good credit scores were defaulting. Amy Tobey,
 10 leader of the team that monitored XYZ, told me, "it seems there was a shift in
 11 mentality; people are treating homes as investment assets." Indeed. And
 12 homeowners without equity were making what economists call a rational choice;
 13 they were abandoning properties rather than make payments on them. Homeowners'
 14 equity had never been as high as believed because appraisals had been inflated.
 15

16 **G. The Ratings Agencies Failure to Conduct Due Diligence**

17 104. The Rating Agencies rated the Certificates based in large part on data about each
 18 mortgage loan that WaMu provided to them – including appraisal values, LTV ratios, borrower
 19 creditworthiness, loan documentation provided by borrowers used verify assets and/or income levels
 20 and quality control or oversight procedures followed by the Originators in underwriting the mortgage
 21 loans.

22 105. As discussed herein, much of this data was inaccurate due to the inflated appraisal
 23 values, inaccurate LTV ratios, borrower income inflation, disregard of originator internal controls
 24 and origination guidelines in addition to other facets of defective underwriting addressed herein.
 25 Neither Moody's nor S&P engaged in any due diligence or otherwise sought to verify the accuracy
 26 or quality of the loan data underlying the mortgage-backed securities pools they rated (and
 27 specifically disclaimed any due diligence responsibilities). Nor did they seek representations from
 28 WaMu that due diligence had been performed.

29 106. As a result of their lack of due diligence, Moody's and S&P were using flawed
 30 information and models to generate their ratings. As a result, the ratings assigned to the Certificates
 31 did not accurately reflect their risk, and the Certificates were given investment-grade ratings when in
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1 reality they were not of investment grade quality. The artificially high ratings, which were published
 2 in the Prospectus Supplements, were false and misleading in that they did not reflect the true risk of
 3 the Certificates.

4 **H. Ratings Shopping**

6 107. The Registration Statements disclosed the engagement of Rating Agencies but
 7 omitted disclosure of the manner in which the Rating Agencies were engaged.

8 108. WaMu ultimately chose the Rating Agencies through ratings shopping. Initially, a
 9 WaMu collateral analyst would send the preliminarily structured deal to the Rating Agencies for
 10 feedback. WaMu's in-house ratings analysts would oversee the communications with the Rating
 11 Agencies. Thereafter, S&P, for example, would run the loan collateral through both its "LEVELS"
 12 and "SPIRE" Models and provide WaMu with the deal structuring results in an effort to obtain the
 13 ratings engagement. Through the LEVELS Model, S&P would advise WaMu that, for example,
 14 94.25% of the Certificates would be rated AAA as long as 5.75% of the total collateral balance
 15 supporting those Certificates was subordinate. This 5.75% was the amount of loss coverage
 16 required. WaMu would then again "negotiate" with S&P before the engagement was finalized, in
 17 order to decrease the amount of loss coverage and credit enhancement S&P's model required for the
 18 specific deal, while still maintaining the highest percentage of AAA-rated Certificates.⁷

21 109. Likewise, Moody's would run the information provided by WaMu through its model
 22 – the "M-3" Model – which was intended to provide ratings based on a complete assessment of the
 23 quality of the collateral underlying the Certificates.

24 110. All of this work by S&P and Moody's, referred to by S&P as "bid package" work,

26 7 S&P would also run the deal through its "SPIRE" Model in order to provide a deal structure
 27 that was within its acceptable levels of subordination or overcollateralization in order to obtain class,
 28 or tranche, sizes with the appropriate ratings.

1 was performed without any compensation from WaMu and was an effort to engender goodwill so
 2 that WaMu would ultimately engage either of the Ratings Agencies to rate the loans at the
 3 underwriting stage.

4 111. WaMu relied on the ratings shopping process to obtain the most profitable structure,
 5 to WaMu, on the Offerings. The practice was effectively curtailed in many respects by way of an
 6 agreement entered into between the Rating Agencies and the New York Attorney General in 2008.
 7

8 **I. The Rating Agencies' Hand in Forming and Structuring the Offerings**

9 112. An article appearing in *The Financial Times* on October 17, 2008, entitled "When
 10 Junk Was Gold," addressed the unique role of the Rating Agencies in structured finance deals such
 11 as mortgage backed securities:

12 The first mortgage-backed bonds were created in the late 1980's, well before
 13 Clarkson's time, by a trader called "Lewie" Ranieri. Ranieri, the head of the
 14 mortgage trading desk at the former investment bank Salomon Brothers, was famous
 15 for the huge sums of money he netted for his employer and for the quantity of
 16 cheeseburgers he ate. What he struck upon in structured finance was a process of
 17 pure alchemy: a way of turning myriad messy mortgage loans into standardized,
 18 regimented and easy-to-assess bonds.

19 Ranieri knew that the magic of structuring was in the packaging. Packaged in the
 20 right way, mortgages could come to create a huge, new tradable bond market. And
 21 this is where the rating agencies came in. Structured bonds, like any other bond,
 22 needed ratings in order to be sold. *But with a structured bond, the pools of debt
 23 could be built or modified in order to attain a particular rating. This wasn't a
 24 matter of disguising the risk, rather a way of reapportioning it and allowing
 25 investors with different risk appetites to buy the right product for them. "The
 26 rating is what gives birth to the structure in the first place," explains Sylvain
 27 Raynes, a financial modeling expert who was with Moody's in the 1990s, when
 28 Clarkson joined. In some cases, the ratings are known before the bonds have even
 29 been inked. "You start with a rating and build a deal around a rating," Clarkson
 30 told an investment magazine last year.*

31 (Emphasis added).

32 113. The Rating Agencies' unique role in influencing the structure of the securitization
 33 was more fully discussed in the July 2008 SEC Report. The July 2008 SEC Report confirmed that
 34

1 S&P and Moody's provided "feed back" to the Sponsor of the Offerings as to the structure, which
 2 would result in the highest rating:

3 The [] examined rating agencies generally followed similar procedures to develop
 4 ratings for subprime mortgage-backed securities and CDOs. The arranger of the
 5 mortgage-backed securities initiates the ratings process by sending the credit rating
 6 agency a range of data on each of the subprime loans to be held by the trust (e.g.,
 7 principal amount, geographic location of the property, credit history and FICO score
 8 of the borrower, ratio of the loan amount to the value of the property and type of
 9 loan: first lien, second lien, primary residence, secondary residence), the proposed
 10 capital structure of the trust and the proposed levels of credit enhancement to be
 11 provided to each mortgage-backed securities tranche issued by the trust. Typically, if
 12 the analyst concludes that the capital structure of the mortgage-backed securities
 13 does not support the desired ratings, this preliminary conclusion would be conveyed
 14 to the arranger. The arranger could accept that determination and have the trust issue
 15 the securities with the proposed capital structure and the lower rating or adjust the
 16 structure to provide the requisite credit enhancement for the senior tranche to get the
 17 desired highest rating. Generally, arrangers aim for the largest possible senior
 18 tranche, i.e., to provide the least amount of credit enhancement possible, since the
 19 senior tranche – as the highest rated tranche – pays the lowest coupon rate of the
 20 mortgage-backed securities' tranches and, therefore, costs the arranger the least to
 21 fund.

22 July 2008 SEC Report, at 22.

23 **J. The Financial Conflicts of Interest between WaMu and the Rating Agencies**

24 114. The Offering Documents make no mention of the material financial conflicts of
 25 interest between WaMu and the Rating Agencies. The July 2008 SEC Report confirmed significant
 26 undisclosed conflicts of interest which gave the Rating Agencies an incentive to issue inflated
 27 ratings. The July 2008 SEC Report found, in violation of SEC Rules, that "key participants" in the
 28 securitization process negotiated fees the Ratings Agency would receive in exchange for its high
 29 ratings. July 2008 SEC Report, at 23-24.

30 115. The July 2008 SEC Report also noted, *inter alia*, that analysts are "aware" of the
 31 rating firm's "business interests when securing the rating of the deal" as follows:

32 • ***While each rating agency has policies and procedures restricting analysts from
 33 participating in fee discussions with issuers***, these policies still allowed key
 34 participants in the ratings process to participate in fee discussions.

- 1 • Analysts appeared to be aware, when rating an issuer, of the rating agency's
2 business interest in securing the rating of the deal. The Staff notes multiple
3 communications that indicated that some analysts were aware of the firm's fee
4 schedules, and actual (negotiated) fees. There does not appear to be any internal
 effort to shield analysts from emails and other communications that discuss fees
 and revenue from individual issuers.
- 5 • ***“Rating agencies do not appear to take steps to prevent considerations of
 market share and other business interests from the possibility that they could
 influence ratings or ratings criteria.”***

7 July 2008 SEC Report, at 24-25 (emphasis added).

8 116. The July 2008 SEC Report found that a number of factors unique to the rating of
9 mortgage-backed securities may have “exacerbated” the effect of conflicts of interest inherent in the
10 fact that the issuer or arranger pays for the ratings. These factors include that the arranger of the deal
11 has:

- 13 • ***“More flexibility to adjust the deal to obtain a desired credit rating as
 compared to arrangers of non-structured asset classes.”***
- 15 • “Second, there is a high concentration in the firms conducting the
 underwriting function... While 22 different arrangers underwrote subprime
 mortgage-backed securities deals, 12 arrangers accounted for 80% of the
 deals, in both number and dollar volume.”
- 18 • With a fast-changing market, rating processes are frequently and quickly
 changed. The high concentration of arrangers with the influence to determine
 the ***choice of rating agency heightened the inherent conflicts in the “issuer
 pays” compensation model.*** Compensation is calculated by volume of deals
 and total dollar volume, as a result arrangers prefer fast and predictable
 ratings processes.
- 22 • Rating Agencies may be pressured by arrangers to produce a more ***favorable
 outcome or reduce credit enhancement levels***, thus reducing ***the cost of the
 debt for a given level of cash inflows from the asset pool***. When the
 arranger also sponsors the mortgage-backed securities or CDO trust, pressure
 can influence an agency's decision to update a model when the update would
 lead to a less favorable outcome.
- 26 • ***High profit margins may have provided an incentive for rating agencies to
 encourage the arrangers to route future business its way.*** Unsolicited
 ratings were not available to provide independent checks on the rating
 agencies' ratings, nor was information regarding the structure of the security

1 or portfolio of assets readily available to parties unrelated to the transaction,
 2 especially before issuance.

3 July 2008 SEC Report, at 31-33 (emphasis added).

4 117. As reported in *The Washington Post* on June 6, 2008, the NYAG announced that it
 5 had reached an agreement with the credit-rating companies, S&P, Moody's and Fitch to:

6 ... change the way they evaluate mortgage securities that have roiled financial
 7 markets for the past year.

8 The deal with Moody's Investors Service, Standard & Poor's and Fitch Ratings aims
 9 to restore confidence among investors -- who saw top-rated securities lose much of
 10 their worth in a matter of months -- by revising how the agencies are paid for issuing
 11 ratings. The agreement also requires credit-rating agencies to direct investment
 12 banks to provide them with more data on the pools of mortgages that make up the
 13 bonds.

14 The agencies have been under fire for the role they played in the subprime mortgage
 15 crisis by awarding top ratings to securities that soured. Regulators and investors
 16 have alleged that the agencies have a conflict of interest because they are paid by the
 17 investment banks issuing the securities, thus encouraging the credit agencies to give
 18 high ratings to win business.

19 The agreement seeks to end this practice by having the issuers pay the credit-rating
 20 agencies at four points during the rating process, not just at the end when the rating is
 21 given.

22 Credit-rating agencies will also be required to disclose information about all
 23 securities submitted for review, allowing investors to determine whether issuers
 24 sought, but subsequently decided not to use, ratings from a specific agency. This
 25 will allow investors to see whether investment banks shopped around for the agency
 26 that would give their securities the best rating, said Andrew M. Cuomo, New York's
 27 attorney general.

28 118. As reported in *The Washington Post*, the NYAG further stated that:

29 The mortgage crisis currently facing this nation was caused in part by
 30 misrepresentations and misunderstanding of the true value of mortgage securities,"
 31 Cuomo said in a statement. "By increasing the independence of the rating agencies,
 32 ensuring they get adequate information to make their ratings, and increasing
 33 industry-wide transparency, these reforms will address one of the central causes of
 34 that collapse.

35 119. Furthermore, in January 2009, the Congressional Oversight Panel issued a the January

36 2009 Congressional Oversight Panel Report The January 2009 Congressional Oversight Panel
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1 Report stated, in no uncertain terms:

2 **Problem with current [Credit Ratings] system: *The credit rating system is***
 3 ***ineffective and plagued with conflicts of interest.***

4 ***The major credit rating agencies played an important-and perhaps decisive-role in***
 5 ***enabling (and validating) much of the behavior and decision making that now***
 6 ***appears to have put the broader financial system at risk.*** In the subprime-related
 7 market specifically, high ratings for structured financial products - especially
 8 mortgage-backed securities ... - were essential for ensuring broad demand for these
 9 products. High ratings not only instilled confidence in potentially risk-averse
 10 investors, but also helped satisfy investors' regulatory requirements, which were
 11 often explicitly linked to ratings from the major credit rating agencies. By 2006,
 12 Moody's business in rating structured financial products accounted for 44 percent of
 13 its revenues, as compared to 32 percent from its traditional corporate-bond rating
 14 business. It has also been reported that "roughly 60 percent of all global structured
 15 products were AAA-rated, in contrast to less than 1 percent of corporate issues."
 16 Financial firms, from Fannie Mae to AIG, also benefited greatly from having high
 17 credit ratings of their own-especially AAA-allowing them not only to borrow at low
 18 rates on the short-term markets to finance longer-term (and higher yielding)
 19 investments but also to sell guarantees of various sorts, effectively "renting out" their
 20 credit rating.

21 January 2009 Congressional Oversight Panel Report, at 40-41.

22 **V. THE APPRAISER DEFENDANTS' FALSE VALUATIONS**

23 120. First American and eAppraiseIT knew that their defective, inflated appraisals for
 24 WMB were the basis for mortgages that would be securitized and sold to Plaintiffs and members of
 25 the Class in the form of mortgage-backed securities. In filings with the SEC in early 2007, First
 26 American acknowledged that its operating revenue had been adversely impacted "**by the decline in**
 27 ***mortgage originations and the tightening of the credit markets which led to a decrease in***
 28 ***mortgage securitization activity and therefore the demand for some of the mortgage analytic***
 29 ***product offerings.***" Annual Report of First American on Form 10K/A filed with the SEC on October
 30 8, 2009 at p. 19 (Emphasis added).

31 121. The Appraiser Defendants violated USPAP guidelines and inflate the value of the
 32 properties collateralizing the mortgages underlying the Certificates in order to obtain appraisal
 33 business with WaMu.

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1 122. Indeed, on November 1, 2007 the NYAG filed a lawsuit against eAppraiseIT and
 2 First American, alleging that eAppraiseIT appraisers unlawfully inflated the real property appraisals
 3 they performed for WaMu. *See People of the State of New York v. First American Corporation and*
 4 *First American eAppraiseIT*, No. 07-406796 (N.Y. Sup. Ct. Filed Nov. 1, 2007) (the “NYAG
 5 Complaint”).
 6

7 123. The NYAG Complaint alleges that First American and eAppraiseIT abandoned their
 8 role of providing unbiased appraisals for WaMu, instead allowing WaMu’s loan production
 9 executives to “hand-pick appraisers who bring in appraisal values high enough to permit WaMu’s
 10 loans to close,” and “improperly [permitting] WaMu to pressure eAppraiseIT appraisers to change
 11 appraisal values that are too low to permit loans to close.” NYAG Complaint at 3.
 12

13 124. According to the NYAG complaint, the terms of the contract between WaMu and
 14 eAppraiseIT allowed WaMu, in circumstances where its loan staff disagreed with an eAppraiseIT
 15 appraisal, to challenge an eAppraiseIT appraiser’s valuation of a property by requesting a
 16 “Reconsideration of Value” (“ROV”). *Id.* at 10. Washington Mutual routinely requested ROVs
 17 from eAppraiseIT appraisers in order to hit the LTV ratios for properties necessary for loans to close
 18 and be pooled with other loans for securitization. *Id.* at 10.
 19

20 125. The NYAG Complaint contains numerous emails and other communications obtained
 21 by the NYAG through subpoenas issued to eAppraiseIT. Among other things, the email
 22 communications demonstrate a pattern of improper conduct between First American, eAppraiseIT
 23 and Washington Mutual in connection with appraisals of properties collateralizing WaMu
 24 mortgages.
 25

26 126. For example, on August 9, 2006, eAppraiseIT’s President told WaMu executives that
 27 “We need to address the ROV issue Many lenders in today’s environment . . . have no ROV
 28 issue. The value is the value. I don’t know if WAMU production will go for that The Wamu
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1 internal staff we are speaking with admonish us to be certain we solve the ROV issue quickly or we
 2 will all be in for some pretty rough seas.” *Id.* at 11.

3 127. On December 18, 2006, an eAppraiseIT executive relayed to others that WaMu had
 4 advised him that its criticism was based on the fact that “values are coming in lower with EA
 5 [eAppraiseIT]” than with LSI, the competing appraisal management company that WaMu had also
 6 retained to provide appraisals. According to this executive, WaMu maintained that “[t]hey also see
 7 more Wamu preferred appraisers doing work for LSI and they think that is why they aren’t having as
 8 many value issues with them. . . . The [WaMu] managers indicated that if the loan consultants had a
 9 choice they would prefer to use LSI over eAppraiseIT because they feel they will have less problem
 10 with the values.” *Id.* at 13.

12 128. By email dated February 22, 2007, eAppraiseIT’s President explained to senior
 13 executives at First American that eAppraiseIT would be staffing WaMu appraisals with “Proven
 14 Appraisers” hand-selected by WaMu’s loan origination staff:

16 We had a joint call with Wamu and LSI today. The attached document outlines the
 17 new appraiser assigning process. In short, we will now assign all Wamu’s work to
 18 Wamu’s “Proven Appraisers” We will pay their appraisers whatever they
 demand. Performance ratings to retain position as a Wamu Proven Appraiser will
 be based on how many come in on value, negating a need for an ROV.

19 *Id.* at 13-14.

20 129. In an email dated March 1, 2007, eAppraiseIT’s President told WaMu executives:
 21
 22 Recently, we have been notified that Lending would like us to use more of their
 23 “Proven Appraisers” versus appraisers off our preselected appraiser panel. It seems
 24 the amount of Reconsideration of Value (ROV) requests associated with our
 25 appraisers far exceeds those initiated when a WaMu proven appraiser completes a
 26 file. Said differently, Wamu proven appraisers bring the value in a greater majority
 of the time with minimal involvement of the vendor, sales and Appraisal Oversight.
 I am fine with that, of course, and will happily assign Wamu orders to Wamu proven
 appraisers instead of eAppraiseIT’s approved panel appraiser whenever possible.

27 *Id.* at 15.

28 130. On April 17, 2007, eAppraiseIT’s President wrote to senior executives at First
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1 American, explaining issues with WaMu as follows:

2 In short, the issues are using their designated appraisers as mandated by the WaMu
 3 production force at 20% gross margin and bypassing our panel. We view this as a
 4 violation of the OCC, OTS, FDIC and USPAP influencing regulation.

5 *Id.* at 17.

6 131. First American and eAppraiseIT knew that complying with the WaMu "Proven
 7 Panel" violated appraiser independence regulations. However, eAppraiseIT did not stop conducting
 8 appraisals for WaMu in this manner.

9 132. On May 11, 2007, eAppraiseIT's Executive Vice President wrote in an email to
 10 eAppraiseIT's President that "currently WAMU is controlling the appraiser panel. They are selecting
 11 the appraisers and calling them 'proven' appraisers. These appraisers are being chosen by their sales
 12 force. First American eAppraiseIT [] is obligated to use these appraisers." According to
 13 eAppraiseIT's Executive Vice President, WaMu was using the "Proven Appraisers" because of the
 14 "low values" from other eAppraiseIT's appraisers. *Id.* at 21

15 133. According to the NYAG Complaint, eAppraiseIT's internal appraisal log entries
 16 indicate that its appraisers increased property values on appraisal reports after being told by WaMu
 17 loan origination staff that such increases would help loans to close. For the period from November
 18 2006 to May 2007, there were 8 reviews performed relating to properties in New York, all of which
 19 were for WaMu. The appraised values were increased in each of the 9 reviews completed, as
 20 follows: from \$825,000 to \$850,000, \$230,000 to \$240,000, \$415,000 to \$420,000, \$1,550,000 to
 21 \$2,270,000, \$720,000 to \$730,000, \$535,000 to \$556,000, \$580,000 to \$587,000, \$500,000 to
 22 \$525,000. *Id.* at 29.

23 134. In this manner, the appraisals eAppraiseIT performed for WaMu did not portray
 24 accurate market data and valuation. In order to earn business from WaMu eAppraiseIT artificially
 25 inflated appraisal values to "hit" the LTV ratios necessary to allow more loans to close and be
 26

1 eligible for pooling and sale to the securitization market in complete disregard to appraiser
 2 independence requirements.

3 **VI. THE DEFENDANTS' MISTATEMENTS AND OMISSIONS**

4 **A. The Offering Documents Included Material Misstatements and Omitted
 5 Information Regarding Stated Mortgage Loan Underwriting Guidelines**

6 **1. The Registration Statement**

7 135. The effective Registration Statements filed by WMAAC (¶) described that generally
 8 the adequacy of the property financed by the loan will have been determined by an appraisal
 9 according to guidelines as follows:

10 In determining the adequacy of the property as collateral, an appraisal is made of
 11 each property considered for financing. The appraiser, or an agent on its behalf, is
 12 generally required to personally inspect the property and verify that it is in adequate
 13 condition and that construction, if new, has been substantially completed. However,
 14 in some cases an automated valuation method may be used, under which the
 15 appraiser does not personally inspect the property but instead relies on public records
 16 regarding the mortgaged property and/or neighboring properties. In either case, the
 17 appraisal normally is based upon a market data analysis of recent sales of comparable
 18 properties and, when deemed applicable, a replacement cost analysis based on the
 19 current cost of constructing or purchasing a similar property. Some of the mortgage
 20 loans may be re-underwritten by a mortgage loan seller.

21 WMAAC, Form S-3/A Registration Statement, filed January 3, 2006, at 44; *see also*, WMAAC,
 22 Form S-3/A Registration Statement, filed April 9, 2007, at 45. (Emphasis added.)

23 136. The excerpt from the Registration Statements in the above paragraph contained
 24 material misstatements and omission of fact because:

25 (a) WaMu used independent appraisal firms, including Appraiser Defendants, to
 26 artificially inflate property appraisals, thereby increasing the value of their mortgage portfolio and,
 27 more importantly, the value of the securitizations from which multiple WaMu entities, including
 28 WMAAC, WMB and WCC, derived significant fees. This practice of systematically improperly
 influencing appraisals resulted in the above misstatements of material fact regardless of whether in-
 person or automated appraisals were performed on the underlying properties.

1 (b) WaMu made no attempt to confirm the appraisal standards actually used by mortgage
 2 brokers, correspondents and other third-parties from which they acquired mortgages, as evident from
 3 the fact that, since issuance of the Certificates, public disclosures revealed that WMB ignored stated
 4 appraisal requirements and in many cases negligently employed underwriting practices that included
 5 the use of interested appraisers.
 6

7 (c) Higher deal fees and more profitable market conditions were motivation for WaMu
 8 not to spend the time and money to investigate the validity of appraisal values on the underlying
 9 mortgaged properties prior to securitization. Specifically, only a small sampling of the mortgage
 10 loan pool, no more than 5-7%, was reviewed before WaMu securitized the loans, leaving a
 11 substantial amount of bad loans to escape inspection. Further, with WaMu's use of the structuring
 12 software, the loans became numbers blindly plugged into a computer with little or no attention paid
 13 to the underlying collateral, as long as the averages of the loan pool fit within certain loosely defined
 14 parameters.
 15

16 137. According to Guidelines set forth in the Registration Statements, borrowers were
 17 required to submit applications to the originators that were then verified for creditworthiness. For
 18 example, the Registration Statements provided:
 19

20 The mortgage loan seller's underwriting standards are intended to evaluate a
 21 prospective mortgagor's credit standing and repayment ability, and the value and
 22 adequacy of the proposed mortgage property as collateral. In the loan application
 23 process, prospective mortgagors generally will be required to provide information
 24 regarding such factors as their assets, liabilities, income, credit history, employment
 25 history and other related items. Each prospective mortgagor generally will also
 26 provide an authorization to apply for a credit report which summarizes the
 27 mortgagor's credit history. With respect to establishing the prospective mortgagor's
 28 ability to make timely payments, the mortgage loan seller may require evidence
 regarding the mortgagor's employment and income, and of the amount of deposits
 made to financial institution where the mortgagor maintains demand or savings
 accounts...

WMAAC, Form S-3/A Registration Statement, filed January 3, 2006, at 44; *see also*, WMAAC,
 Form S-3/A Registration Statement, filed April 9, 2007, at 45. (Emphasis added).

1 138. The excerpt from the Registration Statements in the above paragraph contained
 2 material misstatements and omission of fact because:

3 (a) WaMu pressured independent appraisal firms, including Appraiser Defendants, to
 4 artificially inflate property appraisals, thereby increasing the value of their mortgage portfolio and,
 5 more importantly, the value of the securitizations from which multiple WaMu entities, including
 6 WMAAC, WMB and WCC, derived significant fees.

7 (b) WaMu made no attempt to confirm the standards actually used by mortgage brokers,
 8 correspondents and other third-parties from which they acquired mortgages, as evident from the fact
 9 that, since issuance of the Certificates, public disclosures revealed that WMB ignored stated
 10 appraisal requirements and in many cases negligently employed underwriting practices that included
 11 the use of interested appraisers.

12 (c) WMB and its correspondent lenders were instructed to push, onto unfit and
 13 unqualified borrowers, specific types of mortgage loans, namely hybrid adjustable mortgage
 14 products, or ARMs, which readjusted after two or three years to significantly higher rates.
 15 Furthermore, WaMu incentivized their origination branches and correspondent lenders with “kick-
 16 backs” for placing borrowers into higher interest rate mortgages than they had qualified for.

17 139. The Registration Statements, with regards to documentation requirements for full
 18 documentation and less-than full documentation loans further stated:

19 If a prospective mortgagor meets certain eligibility criteria, the mortgage loan seller
 20 may waive some of its documentation requirements and may not obtain information
 21 about the mortgagor's income and assets or may obtain but not verify such
 22 information.

23 WMAAC, Form S-3/A Registration Statement, filed January 3, 2006, at 44; *see also*, WMAAC,
 24 Form S-3/A Registration Statement, filed April 9, 2007, at 45. (Emphasis added).

25 140. The excerpt from the Registration Statements in the above paragraph contained
 26 material misstatements and omission of fact because WaMu was not nearly as thorough in obtaining
 27

1 and verifying documentation from or about borrowers as these statements of "may waive" or "may
 2 not obtain" imply. As set forth herein in detail, WaMu placed the emphasis not on adherence to the
 3 guidelines, but rather, on getting loans "done," severely hindering the quality of the mortgage loans
 4 and resulting in defective loan applications which, among other things, inflated borrower income
 5 levels, failed to contain employment verification, over-valued properties at appraisal or required, in
 6 many cases, no proof in the form of documentation at all.
 7

8 **2. The Prospectus Supplements**

9 141. The underlying loan collateral for the Certificates issued by the Issuing Trusts was
 10 originated by, or pursuant to, the origination guidelines of WMB. As set forth above, WMB
 11 originated all of the mortgage loan collateral underlying the Certificates, served as sponsor of the
 12 collateral and securitizations, and acted as servicer of the mortgage loans after securitization. The
 13 Prospectus Supplements described WMB's Guidelines which WaMu claimed were implemented in
 14 originating the underlying collateral.
 15

16 142. The origination guidelines generally required a description of the borrower's income,
 17 employment documentation and a credit report. For example, the Prospectus Supplements for stated:

18 *The sponsor's underwriting guidelines [and Washington Mutual Bank's
 19 underwriting guidelines] generally are intended to evaluate the prospective
 20 borrower's credit standing and repayment ability and the value and adequacy of
 21 the mortgaged property as collateral.* Some mortgage loans are manually
 22 underwritten, in which case an underwriter reviews a loan application and supporting
 23 documentation, if required, and a credit report of the borrower, and based on that
 24 review determines whether to originate a loan in the amount and with the terms
 25 stated in the loan application. Some mortgage loans are underwritten through the
 sponsor's automated underwriting system, [including Washington Mutual Bank's
 automated underwriting system,] described below.

26 WAMU Series 2006-AR6 Prospectus Supplement, Form 424B5, filed June 22, 2006, at S-19; *see*
 27 *also* Prospectus Supplement, Form 424B5, for:

28 Series	Page Number	Series	Page Number
WAMU 2006 - AR1	S-28	WAMU 2006 - AR19	S-39
WAMU 2006 - AR2	S-20	WAMU 2007 - HY1	S-25
WAMU 2006 - AR3	S-25	WAMU 2007 - HY2	S-22

1	WAMU 2006 - AR4	S-35	WAMU 2007 - HY3	S-24
2	WAMU 2006 - AR5	S-31	WAMU 2007 - HY4	S-24
3	WAMU 2006 - AR6	S-19	WAMU 2007 - HY5	S-28
4	WAMU 2006 - AR7	S-38	WAMU 2007 - HY6	S-28
5	WAMU 2006 - AR8	S-22	WAMU 2007 - HY7	S-25
6	WAMU 2006 - AR9	S-38	WAMU 2007 - OA4	S-38
7	WAMU 2006 - AR10	S-24	WAMU 2007 - OA5	S-39
8	WAMU 2006 - AR11	S-50	WAMU 2007 - OA6	S-39
9	WAMU 2006 - AR12	S-26	WMALT 2007 - OA4	S-33
10	WAMU 2006 - AR13	S-38	WMALT 2007 - OA5	S-33
11	WAMU 2006 - AR14	S-20	WMALT 2007 - OC1	S-26
12	WAMU 2006 - AR15	S-36	WMALT 2007 - OC2	S-26
13	WAMU 2006 - AR16	S-22	WMALT 2007 - 3	S-30
14	WAMU 2006 - AR17	S-37	WMALT 2007 - 4	S-26
15	WAMU 2006 - AR18	S-22	WMALT 2007 - 5	S-27

143. The excerpts in the above paragraph contained material misstatements and omission
of fact because:

144. (a) As set forth above, WMB, WCC and relevant third-parties failed to conduct proper
due diligence and verify the information contained in borrower mortgage loan applications.

145. (b) WaMu's emphasis on increasing the volume of loans at the expense of the quality of
loans gave rise to an increasing number of defectively originated mortgage loans, with missing or
completely fabricated borrower information, to go sight unseen by any review.

146. (c) WMB lending officers regularly dealt with adverse information in a borrower's credit
report by simply ignoring such information. Consumer credit rating agencies must remove non-
confirmable adverse information within a certain time period from consumer credit reports. Lending
officers and originators knew that borrowers frequently complained to consumer credit rating
agencies about accurate adverse information in an effort to increase their credit scores, and thus
would not take such information into account.

147. The Prospectus Supplements describe the importance of information provided in
borrower credit reports in determining whether or not to underwrite a specific mortgage loan. For

1 example, the Prospectus Supplements also stated that:

2 To evaluate a prospective borrower's credit history, the loan underwriter obtains a
 3 credit report relating to the borrower from one or more credit reporting companies,
 usually in the form of a merged credit report.

4 * * *

5 ***Minimum credit scores are required for some loan products and loan programs.***

6 For borrowers for which credit scores are not available, the loan underwriter will
 require alternative documentation indicating the borrower's creditworthiness, such as
 7 rental or utility payment history or payment history on other debt.

8 WAMU Series 2006-AR6 Prospectus Supplement, Form 424B5, filed June 26, 2006, at S-19-20
 (emphasis added); *see also* Prospectus Supplement, Form 424B5, for:

Series	Page Number	Series	Page Number
WAMU 2006 - AR1	S-28 – S-29	WAMU 2006 - AR19	S-39 – S-40
WAMU 2006 - AR2	S-20 – S-21	WAMU 2007 - HY1	S-25
WAMU 2006 - AR3	S-25 – S-26	WAMU 2007 - HY2	S-22
WAMU 2006 - AR4	S-35 – S-36	WAMU 2007 - HY3	S-24 – S-25
WAMU 2006 - AR5	S-31 – S-32	WAMU 2007 - HY4	S-24 – S-25
WAMU 2006 - AR6	S-19 – S-20	WAMU 2007 - HY5	S-28 – S-29
WAMU 2006 - AR7	S-38 – S-39	WAMU 2007 - HY6	S-28 – S-29
WAMU 2006 - AR8	S-22 – S-23	WAMU 2007 - HY7	S-25 – S-26
WAMU 2006 - AR9	S-39	WAMU 2007 - OA4	S-38 – S-39
WAMU 2006 - AR10	S-24 – S-25	WAMU 2007 - OA5	S-39 – S-40
WAMU 2006 - AR11	S-50 – S-52	WAMU 2007 - OA6	S-39 – S-40
WAMU 2006 - AR12	S-26 – S-27	WMALT 2007 - OA4	S-34
WAMU 2006 - AR13	S-38 – S-39	WMALT 2007 - OA5	S-34
WAMU 2006 - AR14	S-20	WMALT 2007 - OC1	S-27
WAMU 2006 - AR15	S-36	WMALT 2007 - OC2	S-27
WAMU 2006 - AR16	S-22	WMALT 2007 - 3	S-30 – S-31
WAMU 2006 - AR17	S-37 – S-38	WMALT 2007 - 4	S-27
WAMU 2006 - AR18	S-22	WMALT 2007 - 5	S-28

22 145. The Prospectus Supplements describe the importance of appraisals of mortgaged
 23 properties. For example, the Prospectus Supplements also stated that:

24
 25 The adequacy of the mortgaged property as collateral generally is determined by an
 26 appraisal made in accordance with pre-established appraisal guidelines. At
 27 origination, all appraisals are required to conform to the Uniform Standards of
 28 Professional Appraisal Practice adopted by the Appraisal Standards Board of the
 Appraisal Foundation, and are made on forms acceptable to Fannie Mae and/or
 Freddie Mac. Appraisers may be staff appraisers employed by the sponsor or

1 independent appraisers selected in accordance with the pre-established appraisal
 2 guidelines. Such guidelines generally require that the appraiser, or an agent on its
 3 behalf, personally inspect the property and verify whether the property is in adequate
 4 condition and, if the property is new construction, whether it is substantially
 5 completed. However, in the case of mortgage loans underwritten through the
 6 sponsor's automated underwriting system, an automated valuation method may be
 7 used, under which the appraiser does not personally inspect the property but instead
 8 relies on public records regarding the mortgaged property and/or neighboring
 9 properties. In either case, the appraisal normally is based upon a market data analysis
 10 of recent sales of comparable properties and, when deemed applicable, a replacement
 11 cost analysis based on the current cost of constructing or purchasing a similar
 12 property. For mortgage loans underwritten under the sponsor's streamline
 13 documentation programs, the appraisal guidelines in some cases permit the appraisal
 14 obtained for an existing mortgage loan to be used. Title insurance is required for all
 15 mortgage loans, except that for mortgage loans secured by shares of cooperative
 16 apartments, title insurance is not required for the cooperative apartment building (but
 17 a lien search is provided by the title company). Specific additional title insurance
 18 coverage is required for some types of mortgage loans.

19 WAMU Series 2006-AR6 Prospectus Supplement, Form 424B5, filed June 22, 2006, at S-20; *see*
 20 *also* Prospectus Supplement, Form 424B5, for:

Series	Page Number	Series	Page Number
WAMU 2006 - AR1	S-29	WAMU 2006 - AR19	S-40
WAMU 2006 - AR2	S-21	WAMU 2007 - HY1	S-26
WAMU 2006 - AR3	S-26	WAMU 2007 - HY2	S-23
WAMU 2006 - AR4	S-36	WAMU 2007 - HY3	S-25
WAMU 2006 - AR5	S-32	WAMU 2007 - HY4	S-25
WAMU 2006 - AR6	S-20	WAMU 2007 - HY5	S-29
WAMU 2006 - AR7	S-39	WAMU 2007 - HY6	S-29
WAMU 2006 - AR8	S-23	WAMU 2007 - HY7	S-26
WAMU 2006 - AR9	S-39	WAMU 2007 - OA4	S-39
WAMU 2006 - AR10	S-25	WAMU 2007 - OA5	S-40
WAMU 2006 - AR11	S-51	WAMU 2007 - OA6	S-40
WAMU 2006 - AR12	S-27	WMALT 2007 - OA4	S-34 – S-35
WAMU 2006 - AR13	S-39	WMALT 2007 - OA5	S-34 – S-35
WAMU 2006 - AR14	S-21	WMALT 2007 - OC1	S-27 – S-28
WAMU 2006 - AR15	S-37	WMALT 2007 - OC2	S-27 – S-28
WAMU 2006 - AR16	S-23	WMALT 2007 - 3	S-31 – S-32
WAMU 2006 - AR17	S-38	WMALT 2007 - 4	S-28
WAMU 2006 - AR18	S-23	WMALT 2007 - 5	S-28 – S-29

26 146. The excerpts in the above paragraph contained material misstatements and omission
 27 of fact because:

(a) As stated herein, WaMu's home loan appraisals were not obtained from independent appraisers or appraisal services, but rather from appraisers who ensured that their appraisals conform to predetermined levels at which a loan could be approved, or risk their association and employment with WaMu or brokers employed by WaMu correspondent lenders throughout the country. The effect was that purportedly independent appraisals were not prepared in conformance with Fannie Mae or Freddie Mac appraisal standards.

(b) WaMu failed to confirm that appraisers were following the Guidelines, and this, combined with the implied or express pressures placed on appraisers to appraise to the desired value, created enormous upward pressure on appraisal values, distorting loan-to-value ratios and making the mortgage loans in the pool much riskier than suggested by the Offering Documents. This was particularly true in 2006 and 2007 when real estate values in many of the areas where the mortgage pools were located had stopped increasing at the rapid pace of 2004 and 2005. Thus, the aggressive lending practices introduced during those years where, for example, borrowers with mortgages in excess of their ability to pay were assured that by the promise of refinancing to a lower rate, were unavailable.

147. The Prospectus Supplements also set forth, in the identical or substantially similar fashion, guidelines for underwriting exceptions granted in cases where “compensating factors” were present:

In evaluating a prospective borrower's ability to repay a mortgage loan, the loan underwriter considers the ratio of the borrower's mortgage payments, real property taxes and other monthly housing expenses to the borrower's gross income (referred to as the "housing-to-income ratio" or "front end ratio"), and the ratio of the borrower's total monthly debt (including non-housing expenses) to the borrower's gross income (referred to as the "debt-to-income ratio" or "back end ratio"). The maximum acceptable ratios may vary depending on other loan factors, such as loan amount and loan purpose, loan-to-value ratio, credit score and the availability of other liquid assets. Exceptions to the ratio guidelines may be made when compensating factors are present.

WAMU Series 2006-AR6 Prospectus Supplement, Form 424B5, filed June 22, 2006, at S-20; *see*
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1 also Prospectus Supplement, Form 424B5, for:

2 Series	3 Page Number	4 Series	5 Page Number
6 WAMU 2006 - AR1	7 S-29	8 WAMU 2006 - AR19	9 S-40
10 WAMU 2006 - AR2	11 S-21	12 WAMU 2007 - HY1	13 S-26
14 WAMU 2006 - AR3	15 S-26	16 WAMU 2007 - HY2	17 S-23
18 WAMU 2006 - AR4	19 S-36	20 WAMU 2007 - HY3	21 S-25
22 WAMU 2006 - AR5	23 S-32	24 WAMU 2007 - HY4	25 S-25
26 WAMU 2006 - AR6	27 S-20	28 WAMU 2007 - HY5	29 S-29
30 WAMU 2006 - AR7	31 S-39	32 WAMU 2007 - HY6	33 S-29
34 WAMU 2006 - AR8	35 S-23	36 WAMU 2007 - HY7	37 S-26
38 WAMU 2006 - AR9	39 S-39	40 WAMU 2007 - OA4	41 S-39
42 WAMU 2006 - AR10	43 S-25	44 WAMU 2007 - OA5	45 S-40
46 WAMU 2006 - AR11	47 S-51	48 WAMU 2007 - OA6	49 S-40
50 WAMU 2006 - AR12	51 S-27	52 WMALT 2007 - OA4	53 S-34
54 WAMU 2006 - AR13	55 S-39	56 WMALT 2007 - OA5	57 S-34
58 WAMU 2006 - AR14	59 S-21	60 WMALT 2007 - OC1	61 S-27
62 WAMU 2006 - AR15	63 S-37	64 WMALT 2007 - OC2	65 S-27
67 WAMU 2006 - AR16	68 S-23	69 WMALT 2007 - 3	70 S-31
72 WAMU 2006 - AR17	73 S-38	74 WMALT 2007 - 4	75 S-27
77 WAMU 2006 - AR18	78 S-23	79 WMALT 2007 - 5	80 S-28

15 Exceptions to the sponsor's loan program parameters may be made on a case-by-case
 16 basis if compensating factors are present. In those cases, the basis for the exception is
 17 documented, and in some cases the approval of a senior underwriter is required.
 18 Compensating factors may include, but are not limited to, low loan-to-value ratio,
 19 low debt-to-income ratio, good credit standing, the availability of other liquid assets,
 20 stable employment and time in residence at the prospective borrower's current
 21 address.

22 WAMU Series 2006-AR6 Prospectus Supplement, Form 424B5, filed June 22, 2006, at S-21; *see*
 23 also Prospectus Supplement, Form 424B5, for:

24 Series	25 Page Number	26 Series	27 Page Number
28 WAMU 2006 - AR1	29 S-30	30 WAMU 2006 - AR19	31 S-41
32 WAMU 2006 - AR2	33 S-22	34 WAMU 2007 - HY1	35 S-27
36 WAMU 2006 - AR3	37 S-27	38 WAMU 2007 - HY2	39 S-24
40 WAMU 2006 - AR4	41 S-37	42 WAMU 2007 - HY3	43 S-26
44 WAMU 2006 - AR5	45 S-33	46 WAMU 2007 - HY4	47 S-26
48 WAMU 2006 - AR6	49 S-21	50 WAMU 2007 - HY5	51 S-30
52 WAMU 2006 - AR7	53 S-40	54 WAMU 2007 - HY6	55 S-30

1	WAMU 2006 - AR8	S-24	WAMU 2007 - HY7	S-27
2	WAMU 2006 - AR9	S-40	WAMU 2007 - OA4	S-40
3	WAMU 2006 - AR10	S-26	WAMU 2007 - OA5	S-41
4	WAMU 2006 - AR11	S-52	WAMU 2007 - OA6	S-41
5	WAMU 2006 - AR12	S-28	WMALT 2007 - OA4	S-36
6	WAMU 2006 - AR13	S-40	WMALT 2007 - OA5	S-36
7	WAMU 2006 - AR14	S-22	WMALT 2007 - OC1	S-29
8	WAMU 2006 - AR15	S-38	WMALT 2007 - OC2	S-29
9	WAMU 2006 - AR16	S-24	WMALT 2007 - 3	S-29
10	WAMU 2006 - AR17	S-39	WMALT 2007 - 4	S-29
11	WAMU 2006 - AR18	S-24	WMALT 2007 - 5	S-30

148. The excerpts in the above paragraphs contained material misstatements and omission
 149 of fact because, as set forth above, WMB was very liberal in granting exceptions to its underwriting
 150 standards and was not nearly as thorough in getting documentation from or about borrowers as the
 151 underwriting guidelines set forth herein implied. The emphasis was on getting loans done – meaning
 152 more volume led to higher fees and profits for WMB, and therefore, WaMu. Exceptions not only
 153 were granted in situations where compensating factors existed but also were extensively granted to
 154 maintain loan volume.

155

**B. The Offering Documents Included Material Misstatements and Omitted
 156 Information Regarding the Risks Associated with Appraisals**

157

1. The Registration Statement

158 149. The Registration Statements contained a section purportedly describing the decline in
 159 values that “may” result since the appraisals were obtained.

160 In addition, for some mortgage loans, the values of the related mortgaged properties
 161 may have substantially declined since the appraisals were obtained in connection
 162 with the origination of those mortgage loans. In the event that such a mortgage loan
 163 becomes delinquent and is liquidated, a larger loss may occur than would otherwise
 164 be expected based on the appraised value.

165 WMAAC, Form S-3/A Registration Statement, filed January 3, 2006, at 6; *see also*, WMAAC, Form
 166 S-3/A Registration Statement, filed April 9, 2007, at 6.

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1 150. The purported "Risk Factors" section in the Registration Statements also stated that
 2 inaccurate appraisals may lead to an increase in defaults and an increase in losses allocated to the
 3 Certificates.

5 Moreover, some underwriting standards may result in a less accurate assessment of
 6 the borrower's credit standing and repayment ability and/or the value and adequacy
 7 of the related property as collateral. As a result, there may be a greater likelihood of
 8 default on mortgage loans originated under some underwriting standards, and a
 9 greater likelihood that the related mortgaged properties will fail to provide adequate
 10 security in the event of such default. In turn, there may be a greater likelihood that
 11 losses, to the extent not covered by credit support, will be allocated to the related
 12 securities.

13 WMAAC, Form S-3/A Registration Statement, filed January 3, 2006, at 7; *see also*, WMAAC, Form
 14 S-3/A Registration Statement, filed April 9, 2007, at 7.

15 151. The Registration Statements contained a section which stated that WMAAC's limited
 16 and no documentation programs were based entirely on appraisal values of the mortgaged property.

17 152. Limited documentation and no documentation mortgage loans are mortgage loans
 18 which require less documentation and verification than other mortgage loans, and
 19 which may be originated with minimal or no investigation into the related borrower's
 20 credit history and income profile by the originator. The underwriting for limited
 21 documentation or no documentation loans may be based primarily or entirely on an
 22 appraisal or other valuation of the mortgaged property and the LTV or combined
 23 LTV ratio at origination.

24 WMAAC, Form S-3/A Registration Statement, filed January 3, 2006, at 32; *see also*, WMAAC,
 25 Form S-3/A Registration Statement, filed April 9, 2007, at 33.

26 152. The Registration Statements contained a section which described the requirements of
 27 an appraisal for each mortgaged property to determine the adequacy of the property as collateral.

28 In determining the adequacy of the property as collateral, an appraisal is made of
 29 each property considered for financing. The appraiser, or an agent on its behalf, is
 30 generally required to personally inspect the property and verify that it is in
 31 adequate condition and that construction, if new, has been substantially completed.
 32 However, in some cases an automated valuation method may be used, under which
 33 the appraiser does not personally inspect the property but instead relies on public
 34 records regarding the mortgaged property and/or neighboring properties. In either
 35 case, the appraisal normally is based upon a market data analysis of recent sales of
 36 comparable properties and, when deemed applicable, a replacement cost analysis
 37 based on the current cost of constructing or purchasing a similar property. Some of
 38 the mortgage loans may be re-underwritten by a mortgage loan seller.

28 WMAAC, Form S-3/A Registration Statement, filed January 3, 2006, at 44; *see also*, WMAAC,

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1 Form S-3/A Registration Statement, filed April 9, 2007, at 45.

2 153. The excerpts from the Registration Statements in the above paragraphs contained
 3 material misstatements and omission of fact because the appraisals WaMu's appraiser, eAppraiseIT,
 4 performed for WaMu did not portray accurate market data and valuation. In order to earn business
 5 from WaMu eAppraiseIT artificially inflated appraisal values to "hit" the LTV ratios necessary to
 6 allow more loans to close and be eligible for pooling and sale to the securitization market.
 7

8 **2. The Prospectus Supplements**

9 154. The Prospectus Supplements issued in connection with each of the Offerings
 10 contained statements which were purported "Risk Factors" regarding the appraisal of the properties
 11 underlying mortgage loan collateral. These purported "Risk Factors" stated, in part:

12 In addition, for some mortgage loans, the values of the related mortgaged properties
 13 may have substantially declined since the appraisals were obtained in connection
 14 with the origination of those mortgage loans. In the event that such a mortgage loan
 15 becomes delinquent and is liquidated, a larger loss may occur than would otherwise
 be expected based on the appraised value.

16 * * *

17 Moreover, some underwriting standards may result in a less accurate assessment of
 18 the borrower's credit standing and repayment ability and/or the value and adequacy
 19 of the related property as collateral. As a result, there may be a greater likelihood of
 20 default on mortgage loans originated under some underwriting standards, and a
 21 greater likelihood that the related mortgaged properties will fail to provide adequate
 security in the event of such default. In turn, there may be a greater likelihood that
 losses, to the extent not covered by credit support, will be allocated to the related
 securities.

22 WAMU Series 2006-AR1 Prospectus Supplement, Form 424B5, filed January 26, 2006, at 6-7; *see*
 23 *also* Prospectus Supplement, Form 424B5, for:

24 Series	Page 25 Number	Series	Page Number
26 WAMU 2006 - AR1	6-7	WAMU 2006 - AR19	6-7
27 WAMU 2006 - AR2	6-7	WAMU 2007 - HY1	6-7
28 WAMU 2006 - AR3	6-7	WAMU 2007 - HY2	6-7
WAMU 2006 - AR4	6-7	WAMU 2007 - HY3	6-7

1	WAMU 2006 - AR5	6-7	WAMU 2007 - HY4	6-7
2	WAMU 2006 - AR6	6-7	WAMU 2007 - HY5	6-7
3	WAMU 2006 - AR7	6-7	WAMU 2007 - HY6	6-7
4	WAMU 2006 - AR8	6-7	WAMU 2007 - HY7	6-7
5	WAMU 2006 - AR9	6-7	WAMU 2007 - OA4	6-7
6	WAMU 2006 - AR10	6-7	WAMU 2007 - OA5	6-7
7	WAMU 2006 - AR11	6-7	WAMU 2007 - OA6	6-7
8	WAMU 2006 - AR12	6-7	WMALT 2007 - OA4	6-7
9	WAMU 2006 - AR13	6-7	WMALT 2007 - OA5	6-7
10	WAMU 2006 - AR14	6-7	WMALT 2007 - OC1	6-7
11	WAMU 2006 - AR15	6-7	WMALT 2007 - OC2	6-7
12	WAMU 2006 - AR16	6-7	WMALT 2007 - 3	6-7
13	WAMU 2006 - AR17	6-7	WMALT 2007 - 4	6-7
14	WAMU 2006 - AR18	6-7	WMALT 2007 - 5	6-7

155. The excerpts from the Prospectus Supplements in the above paragraphs contained
 material misstatements and omissions of fact because the appraisals WaMu's appraiser, eAppraiseIT,
 performed for WaMu did not portray accurate market data and valuation. In order to earn business
 from WaMu eAppraiseIT artificially inflated appraisal values to "hit" the LTV ratios necessary to
 allow more loans to close and be eligible for pooling and sale to the securitization market.

156. The Prospectus Supplements also contained the following language regarding "review
 appraisals":

20 The underwriting standards of the mortgage loan originator or mortgage loan seller
 21 may require an internal review of the appraisal (a "review appraisal") used to
 22 determine the loan-to-value of a mortgage loan which may be performed by
 23 underwriters rather than a licensed appraiser. Where the review appraisal results in a
 24 valuation of the mortgaged property that is less than a specified percentage of the
 25 original appraisal, the loan-to-value ratio of the related mortgage loan will be based
 on the review appraisal.

26 WAMU Series 2006-AR1 Prospectus Supplement, Form 424B5, filed January 26, 2006, at 31-32;
 27 *see also* Prospectus Supplement, Form 424B5, for:

28 Series	Page Number	Series	Page Number
WAMU 2006 - AR1	31-32	WAMU 2006 - AR19	30

WAMU 2006 - AR2	31-32	WAMU 2007 - HY1	30
WAMU 2006 - AR3	31-32	WAMU 2007 - HY2	30
WAMU 2006 - AR4	31-32	WAMU 2007 - HY3	30
WAMU 2006 - AR5	31-32	WAMU 2007 - HY4	30
WAMU 2006 - AR6	31-32	WAMU 2007 - HY5	32-33
WAMU 2006 - AR7	31-32	WAMU 2007 - HY6	32-33
WAMU 2006 - AR8	31-32	WAMU 2007 - HY7	32-33
WAMU 2006 - AR9	31-32	WAMU 2007 - OA4	32-33
WAMU 2006 - AR10	31-32	WAMU 2007 - OA5	32-33
WAMU 2006 - AR11	31-32	WAMU 2007 - OA6	32-33
WAMU 2006 - AR12	31-32	WMALT 2007 - OA4	32-33
WAMU 2006 - AR13	31-32	WMALT 2007 - OA5	32-33
WAMU 2006 - AR14	31-32	WMALT 2007 - OC1	32-33
WAMU 2006 - AR15	31-32	WMALT 2007 - OC2	32-33
WAMU 2006 - AR16	30	WMALT 2007 - 3	32-33
WAMU 2006 - AR17	30	WMALT 2007 - 4	32-33
WAMU 2006 - AR18	30	WMALT 2007 - 5	32-33

157. Furthermore, the Prospectus Supplements, with respect to the importance of the appraisal in underwriting the mortgage collateral on less than “full-documentation” loans, stated:

Limited documentation and no documentation mortgage loans are mortgage loans which require less documentation and verification than other mortgage loans, and which may be originated with minimal or no investigation into the related borrower's credit history and income profile by the originator. The underwriting for limited documentation or no documentation loans may be based primarily or entirely on an appraisal or other valuation of the mortgaged property and the LTV or combined LTV ratio at origination.

WAMU Series 2006-AR1 Prospectus Supplement, Form 424B5, filed January 26, 2006, at 32; *see also* Prospectus Supplement, Form 424B5, for:

Series	Page Number	Series	Page Number
WAMU 2006 - AR1	32	WAMU 2006 - AR19	31
WAMU 2006 - AR2	32	WAMU 2007 - HY1	31
WAMU 2006 - AR3	32	WAMU 2007 - HY2	31
WAMU 2006 - AR4	32	WAMU 2007 - HY3	31
WAMU 2006 - AR5	32	WAMU 2007 - HY4	31

1	WAMU 2006 - AR6	32	WAMU 2007 - HY5	33
2	WAMU 2006 - AR7	32	WAMU 2007 - HY6	33
3	WAMU 2006 - AR8	32	WAMU 2007 - HY7	33
4	WAMU 2006 - AR9	32	WAMU 2007 - OA4	33
5	WAMU 2006 - AR10	32	WAMU 2007 - OA5	33
6	WAMU 2006 - AR11	32	WAMU 2007 - OA6	33
7	WAMU 2006 - AR12	32	WMALT 2007 - OA4	33
8	WAMU 2006 - AR13	32	WMALT 2007 - OA5	33
9	WAMU 2006 - AR14	32	WMALT 2007 - OC1	33
10	WAMU 2006 - AR15	32	WMALT 2007 - OC2	33
11	WAMU 2006 - AR16	31	WMALT 2007 - 3	33
12	WAMU 2006 - AR17	31	WMALT 2007 - 4	33
13	WAMU 2006 - AR18	31	WMALT 2007 - 5	33

158. The excerpts from the Prospectus Supplements in the above paragraph contained
 material misstatements and omission of fact because, due to the artificially inflated appraisals (as
 detailed above) mortgages were extended to borrowers whose true LTV ratio did not support the
 amount of the mortgage loan. Moreover, contrary to the statement that these many of the mortgages
 were in fact “limited documentation,” or not “full documentation” loans, they were not extended to
 borrowers who have a credit history that demonstrates an established ability to repay indebtedness in
 a timely fashion. In fact, the originators implemented policies designed to extend mortgages to
 borrowers regardless of whether they were able to meet their obligations under the mortgage such as:

- Coaching borrowers to misstate their income on loan applications to qualify for mortgage loans under the originators’ underwriting standards, including directing applicants to no-documentation loan programs when their income was insufficient to qualify for full documentation loan programs.
- Steering borrowers to more expensive loans that exceeded their borrowing capacity.
- Encouraging borrowers to borrow more than they could afford by suggesting NINA and SISA loans when they could not qualify for full documentation loans based on their actual incomes.
- Approving borrowers based on “teaser rates” for loans despite knowing that the borrower would not be able to afford the “fully indexed rate” when the adjustable rate adjusted.

- 1 • Allowing non-qualifying borrowers to be approved for loans under
2 exceptions to the originators' underwriting standards based on so-
3 called "compensating factors" without requiring documentation for
4 such compensating factors.
- 5 • Incentivizing their employees to approve borrowers under exceptions
6 to the originators' underwriting policies.
- 7 • Failing to determine whether stated income or stated assets were
8 reasonable.

9

10 **C. The Offering Documents Included Material Misstatements and Omitted
11 Information Regarding Credit Support**

12 159. "Credit enhancement" refers to excess mortgage loan collateral which provides
13 support to the mortgage collateral underlying the Offered Certificates and generates additional
14 interest to protect security holders in the event of borrower default or other event which may impair
15 the collateral underlying the certificates.

16 160. With respect to credit enhancement, the Registration Statements provided
17 explanations of the methods used by WaMu in the Certificate Offerings as follows:

18 **CREDIT ENHANCEMENTS**

19 **Subordination.** The senior certificates will receive all distributions of interest and
20 principal that they are entitled to receive on each distribution date before the
21 subordinate certificates receive any distributions on that distribution date. This
22 provides credit enhancement to the senior certificates. In a similar fashion, each
23 class of subordinate certificates will provide credit enhancement to all other
24 subordinate certificates with lower numerical class designations.

25 **Shifting of Interests.** The senior certificates generally will receive their pro rata
26 share of scheduled principal payments received on the mortgage loans in the related
27 loan group on each distribution date. In addition, unless credit enhancement to the
28 senior certificates has reached a specified level and the delinquencies and losses
 received on the mortgage loans in the related loan group do not exceed specified
 limits, the senior certificates in the aggregate will receive 100% of all principal
 prepayments received on the mortgage loans in the related loan group, net of any
 portion thereof applied to reduce negative amortization, until the tenth anniversary of
 the first distribution date. During the next four years the senior certificates in the
 aggregate will generally receive a disproportionately large, but decreasing, share of
 principal prepayments. This will result in a quicker return of principal to the senior
 certificates and increases the likelihood that holders of the senior certificates will be
 paid the full amount of principal to which they are entitled. For a more detailed
 description of how principal prepayments are allocated among the senior certificates

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1 and the subordinate certificates, see 'Description of the Certificates -- Principal
 2 Prepayments' in this prospectus supplement

3 WMAAC, Form S-3/A Registration Statement, filed January 3, 2006, at S-15; *see also*, WMAAC,
 4 Form S-3/A Registration Statement, filed April 9, 2007, at S-16.

5 161. Each Prospectus Supplement set forth on the first page of the document a general
 6 description of the Credit Enhancement supporting the Offering. The Prospectus Supplement for the
 7 WAMU Series 2006-AR1 Certificates Offering stated as follows:

8 Credit enhancement for the offered certificates is being provided by five classes of
 9 privately offered certificates, which have an aggregate principal balance of
 10 approximately \$41,700,658. Credit enhancement for the offered senior certificates is
 11 being provided by five classes of offered subordinate certificates.

12 WAMU Series 2006-AR1 Prospectus Supplement, Form 424B5, filed January 26, 2006, at Cover.

13 162. Furthermore, the Prospectus Supplements each contained further explanation of the
 14 credit enhancement specific to each of the Offerings. For example, the Prospectus Supplement for
 15 the WAMU Series 2006-AR1 Certificates Offering provided that credit enhancement would include:

16 CREDIT ENHANCEMENTS

17 **Subordination.** The Senior Certificates receive distributions of interest and principal
 18 to which they are entitled before distributions of interest or principal to the
 19 Subordinate Certificates. No class of Subordinate Certificates will receive
 20 distributions of interest or principal on any Distribution Date until the Subordinate
 Certificates senior to that class have received all distributions of interest and
 principal due on or before the Distribution Date. See "Description of the
 Certificates—Priority of Distributions" in this prospectus supplement.

21 Losses on mortgage loans in a loan group will be allocated, in each case, until their
 22 Class Principal Balances have been reduced to zero, first, to the Junior Subordinate
 Certificates in reverse numerical order; second, to the Class B-9 Certificates; third, to
 23 the Class B-8 Certificates; fourth, to the Class B-7 Certificates; fifth, to the Class B-6
 Certificates; sixth, to the Class B-5 Certificates; seventh, to the Class B-4
 24 Certificates; eighth, to the Class B-3 Certificates; ninth, to the Class B-2 Certificates;
 tenth, to the Class B-1 Certificates; and eleventh, to the Senior Certificates as
 described under "Description of the Certificates—Subordination and Allocation of
 25 Losses" in this prospectus supplement; provided, however, that after the Class
 Principal Balances of all of the Subordinate Certificates have been reduced to zero,
 any loss that would otherwise be allocated to the Class 1A-1A Certificates will be
 26 allocated to the Class 1A-1B Certificates, until its Class Principal Balance has been
 reduced to zero; provided, further, that losses allocated to principal and interest that

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would be allocable to the Class 2A-1A Certificates will be allocated (i) first, to the Class 2A-1C Certificates, until its Class Principal Balance has been reduced to zero and (ii) second, to the Class 2A-1B Certificates, until its Class Principal Balance has been reduced to zero; and provided, further, that any loss that would otherwise be allocated to the Class 2A-1B Certificates will be allocated to the Class 2A-1C Certificates, until its Class Principal Balance has been reduced to zero.

Shifting of Interests. The Senior Certificates in a Certificate Group in the aggregate generally will receive their pro rata share of scheduled principal payments received with respect to the mortgage loans in the related loan group on each Distribution Date. In addition, unless credit enhancement to the Senior Certificates has reached a specified level and the delinquencies and losses on the mortgage loans do not exceed specified limits, the Senior Certificates in a Certificate Group will receive 100% of principal prepayments received with respect to the mortgage loans in the related loan group, net of any portion thereof applied to reduce negative amortization, until the tenth anniversary of the first Distribution Date. During the next four years, the Senior Certificates generally will receive a disproportionately large, but decreasing, share of principal prepayments received with respect to the mortgage loans in the related loan group. This will result in an acceleration of the amortization of the Senior Certificates, enhancing the likelihood that holders of the Senior Certificates will be paid the full amount of principal to which they are entitled. See the second and third paragraphs of “Description of the Certificates—Distributions of Principal—Principal Prepayments” in this prospectus supplement for important limitations on the accelerated amortization of the Senior Certificates.

WAMU Series 2006-AR1 Prospectus Supplement, Form 424B5, filed January 26, 2006, at S-89-90; *see also* Prospectus Supplement, Form 424B5, for:

Series	Page Number	Series	Page Number
WAMU 2006 - AR1	S-89-90	WAMU 2006 - AR19	S-18
WAMU 2006 - AR2	S-10	WAMU 2007 - HY1	S-12-13
WAMU 2006 - AR3	S-13-14	WAMU 2007 - HY2	S-11
WAMU 2006 - AR4	S-16-17	WAMU 2007 - HY3	S-11-12
WAMU 2006 - AR5	S-16	WAMU 2007 - HY4	S-12-13
WAMU 2006 - AR6	S-10	WAMU 2007 - HY5	S-13
WAMU 2006 - AR7	S-20	WAMU 2007 - HY6	S-13-14
WAMU 2006 - AR8	S-11-12	WAMU 2007 - HY7	S-12
WAMU 2006 - AR9	S-18	WAMU 2007 - OA4	S-16-17
WAMU 2006 - AR10	S-12	WAMU 2007 - OA5	S-17
WAMU 2006 - AR11	S-26	WAMU 2007 - OA6	S-17
WAMU 2006 - AR12	S-13	WMALT 2007 - OA4	S-15
WAMU 2006 - AR13	S-18	WMALT 2007 - OA5	S-15
WAMU 2006 - AR14	S-10-11	WMALT 2007 - OC1	S-10-11

1	WAMU 2006 - AR15	S-17	WMALT 2007 - OC2	S-10
2	WAMU 2006 - AR16	S-75	WMALT 2007 - 3	S-12
3	WAMU 2006 - AR17	S-17-18	WMALT 2007 - 4	S-11
4	WAMU 2006 - AR18	S-11	WMALT 2007 - 5	S-11

5 163. The excerpts from the Registration Statements and Prospectus Supplements in the
 6 above paragraphs contained material misstatements and omission of fact because:

7 (a) These statements failed to disclose that the Rating Agencies largely
 8 determined the amount and kind of Credit Support or Credit Enhancement to be provided for
 9 each Certificate, both before and after Rating Agencies were formally “engaged” by WaMu,
 10 in order for the Certificates to be assigned predetermined ratings.

11 (b) These statements also failed to disclose that the amounts and kind of Credit
 12 Support that was determined to be appropriate for the Certificates, as specifically set forth in
 13 each Prospectus Supplement, was faulty, erroneous and inaccurate since the models used to
 14 determine such had not been updated properly and failed to accurately or adequately reflect
 15 the performance of the underlying collateral.

16 (c) In terms of what the statements purport to convey to the investor, specifically
 17 that credit support levels are determined by the exposure to risk of default or delinquency by
 18 the underlying borrowers, these statements were far from the truth. In fact, credit
 19 enhancement levels were set at the absolute minimum level that was required not to protect
 20 investors, but rather to achieve and be awarded the highest possible credit rating from the
 21 Rating Agencies engaged on the securitization.

22 **D. The Prospectus Supplements Misstated the True Loan-to-Value Ratios Associated
 23 with the Underlying Mortgages**

24 164. Each of the Registration Statements included the identical language regarding the
 25 importance of accurate LTV ratios in forming the underlying mortgage pool. *See ¶¶162-63, supra.*

165. Each of the Prospectus Supplements contained detailed information about the LTV ratios of the loans underlying the trusts. In a series of charts, investors were provided with LTV ratio data, including information about the number of loans containing LTV ratios within a given range. The following charts, taken from the Prospectus Supplements summarized the LTV characteristics of the mortgage pool underlying the Certificates in the following way, with only minor, if any, variation among the different Prospectus Supplements:

Current Loan-to-Value Ratios of the Group 1 Loans

Current Loan-to-Value Ratio (%)	Number of Mortgage Loans	Aggregate Principal Balance of the Mortgage Loans as of the Cut-Off Date	Percentage of the Aggregate Principal Balance of all Group 1 Loans
60.00 or less	83	\$ 17,207,402.15	8.20%
60.01–70.00	325	70,909,518.59	33.79
70.01–75.00	212	44,281,715.02	21.10
75.01–80.00	210	47,394,633.11	22.59
80.01–85.00	109	25,778,553.27	12.28
85.01–90.00	9	1,925,995.25	0.92
90.01–95.00	10	2,345,256.65	1.12
Total	958	\$209,843,074.04	100.00%

WAMU Series 2006-AR1 Prospectus Supplement, Form 424B5, filed January 26, 2006, at S-102.

Current Loan-to-Value Ratios of the Group 2 Loans

Current Loan-to-Value Ratio (%)	Number of Mortgage Loans	Aggregate Principal Balance of the Loans as of the Cut-Off Date	Percentage of the Aggregate Principal Balance of all Group 2 Loans
60.00 or less	214	\$ 188,938,950.64	14.46%
60.01–70.00	346	304,705,357.29	23.33
70.01–75.00	314	235,762,911.76	18.05
75.01–80.00	400	279,443,250.96	21.39
80.01–85.00	462	295,287,771.36	22.60
85.01–90.00	2	912,240.03	0.07
90.01–95.00	2	843,052.91	0.06
95.01–100	1	452,149.28	0.03
Total	<u>1,741</u>	<u>\$1,306,345,684.23</u>	<u>100.00%</u>

WAMU Series 2006-AR1 Prospectus Supplement, Form 424B5, filed January 26, 2006 at S-111; *see also* Prospectus Supplement, Form 424B5, for:

3	Series	Page Number	Series	Page Number
4	WAMU 2006 - AR1	S-102, S-111	WAMU 2006 - AR19	S-123, S-128, S-132
5	WAMU 2006 - AR2	S-77, S-80	WAMU 2007 - HY1	S-105, S-110, S-114
6	WAMU 2006 - AR3	S-88	WAMU 2007 - HY2	S-95, S-98, S-101
7	WAMU 2006 - AR4	S-122, S-131, S-137, S-141	WAMU 2007 - HY3	S-97, S-100, S-103
8	WAMU 2006 - AR5	S-100	WAMU 2007 - HY4	S-105, S-108
9	WAMU 2006 - AR6	S-77, S-81	WAMU 2007 - HY5	S-104, S-108, S-110, S-113, S-116, S-119, S-122, S-125
10	WAMU 2006 - AR7	S-126, S-131, S-138	WAMU 2007 - HY6	S-102, S-105, S-108, S-111, S-114, S-117
11	WAMU 2006 - AR8	S-89, S-93, S-97	WAMU 2007 - HY7	S-95, S-101, S-98, S- 101, S-104
12	WAMU 2006 - AR9	S-141, S-146, S-150, S-156, S-161, S-166	WAMU 2007 - OA4	S-119
13	WAMU 2006 - AR10	S-94, S-98, S-102	WAMU 2007 - OA5	S-122
14	WAMU 2006 - AR11	S-151, S-157, S-162	WAMU 2007 - OA6	S-122
15	WAMU 2006 - AR12	S-100, S-105, S-110	WMALT 2007 - OA4	S-113
16	WAMU 2006 - AR13	S-121, S-127	WMALT 2007 - OA5	S-111
17	WAMU 2006 - AR14	S-82, S-87	WMALT 2007 - OC1	S-95
18	WAMU 2006 - AR15	S-116, S-121	WMALT 2007 - OC2	S-93
19	WAMU 2006 - AR16	S-86, S-91, S-95	WMALT 2007 - 3	S-109
20	WAMU 2006 - AR17	S-119, S-125	WMALT 2007 - 4	S-99
21	WAMU 2006 - AR18	S-87, S-92, S-96	WMALT 2007 - 5	S-98

1
2 166. The excerpts from the Prospectus Supplements in the above paragraph contained
3 material misstatements and omission of fact because:

4 (a) The appraisal value of the properties underlying the mortgage loans and borrower
5 incomes and credit were grossly inaccurate and significantly inflated.

6 (b) Furthermore, due to hidden incentives, the stated sales price of properties underlying
7 the mortgage loans did not accurately reflect the true value of the properties. These inflated
8 appraisals and misleading sales price figures were used to form the LTV ratios set forth in the
9 Prospectus Supplements. Incorporating an inflated appraisal into the LTV calculation will result in a
10 lower LTV ratio for a given loan. For example, if a borrower seeks to borrow \$350,000 to purchase
11 a house worth \$400,000, the LTV ratio is \$350,000/\$400,000, or 88 percent. If, however, the
12 appraised value of the house is artificially increased to \$450,000, the LTV ratio drops to just 78
13 percent (\$350,000/\$450,000).

14 (c) Due to the inflated appraisals, the LTV ratios listed in the Prospectus Supplements
15 were artificially low, making it appear that the loans underlying the trusts were less risky than they
16 really were. Due to the fact that such a large percentage of each pool of underlying mortgage loans
17 contained mortgage loans on properties which had more than one mortgage (*i.e.*, a first and second
18 lien mortgage), understated and misleading LTV ratios had a direct correlation to the skyrocketing
19 delinquency and default rates within the first six months of the Offerings. Moreover, since many of
20 the loans underlying the Certificates were hybrid adjustable rates with biannual adjustments to
21 interest rates and were made to low-quality borrowers, the resulting payments would be considerably
22 more than what they could have been able to afford.

23 **E. The Prospectus Supplements Misstated the Certificates' True Credit Ratings**

24 167. The Registration Statements and Prospectus Supplements contained statements

1 regarding the ratings of the Certificates. The Registration Statements referred the investor to the
 2 Prospectus Supplements for specific information as to the ratings for each of the Certificates.

3 168. Each of the Prospectus Supplements provided: (1) the Rating Agencies' actual rating
 4 for each class of Offered Certificate within each Offering; or (2) stated that the Certificates in each
 5 class would not be offered unless they received ratings from the Rating Agencies that were at least as
 6 high as those set forth in the Prospectus Supplement. All of the ratings set forth in all of the
 7 Prospectus Supplements were within the "Investment Grade" range of the various Rating Agencies,
 8 namely Moody's (Aaa through Baa3) and S&P (AAA through BBB), and the vast majority of
 9 Offered Certificates, over 93% of the aggregate Offering amount, received the highest rating of
 10 AAA.

12 169. The following chart, taken from the Prospectus Supplement for the WAMU Series
 13 2006-AR1 Certificates Offering is an example of this representation:
 14

15	Rating Agency		
16	Class	S&P	Moody's
17	1A-1A	AAA	Aaa
18	1A-1B	AAA	Aaa
19	2A-1A	AAA	Aaa
20	2A-1B	AAA	Aaa
21	2A-1C	AAA	Aaa
22	X	AAA	Aaa
23	B-1	AA+	Aa1
24	B-2	AA	Aa1
25	B-3	AA-	Aa2
26	B-4	A+	Aa3
27	B-5	A	A1
28	B-6	A-	A2
	B-7	BBB+	A2
	B-8	BBB	A3
	B-9	BBB-	Baa1
	R	AAA	Aaa

27 28 WAMU Series 2006-AR1 Prospectus Supplement, Form 424B5, filed January 26, 2006, at S-17; see

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1 *also,*

2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28
Class		Rating	Agency		Class		Rating	Agency																		
		S&P	Moody's					S&P	Moody's																	
1A-1A		AAA	Aaa		B-3		AA-	Aa2																		
1A-1B		AAA	Aaa		B-4		A+	Aa3																		
2A-1A		AAA	Aaa		B-5		A	A1																		
2A-1B		AAA	Aaa		B-6		A-	A2																		
2A-1C		AAA	Aaa		B-7		BBB+	A2																		
X		AAA	Aaa		B-8		BBB	A3																		
B-1		AA+	Aa1		B-9		BBB-	Baa1																		
B-2		AA	Aa1		R		AAA	Aaa																		

WAMU Series 2006-AR1 Prospectus Supplement, Form 424B5, filed January 26, 2006, at S-97; *see also* Prospectus Supplement, Form 424B5, for:

10 Series	11 Page Number	12 Series	13 Page Number
WAMU 2006 - AR1	S-17	WAMU 2006 - AR19	S-20
WAMU 2006 - AR2	S-12	WAMU 2007 - HY1	S-15
WAMU 2006 - AR3	S-15	WAMU 2007 - HY2	S-13
WAMU 2006 - AR4	S-19	WAMU 2007 - HY3	S-14
WAMU 2006 - AR5	S-18	WAMU 2007 - HY4	S-14
WAMU 2006 - AR6	S-11	WAMU 2007 - HY5	S-16
WAMU 2006 - AR7	S-22	WAMU 2007 - HY6	S-16
WAMU 2006 - AR8	S-13	WAMU 2007 - HY7	S-14
WAMU 2006 - AR9	S-20	WAMU 2007 - OA4	S-19
WAMU 2006 - AR10	S-14	WAMU 2007 - OA5	S-20s
WAMU 2006 - AR11	S-29	WAMU 2007 - OA6	S-20
WAMU 2006 - AR12	S-15	WMALT 2007 - OA4	S-17
WAMU 2006 - AR13	S-20	WMALT 2007 - OA5	S-17
WAMU 2006 - AR14	S-12	WMALT 2007 - OC1	S-12
WAMU 2006 - AR15	S-19	WMALT 2007 - OC2	S-12
WAMU 2006 - AR16	S-13	WMALT 2007 - 3	S-14
WAMU 2006 - AR17	S-20	WMALT 2007 - 4	S-13
WAMU 2006 - AR18	S-13	WMALT 2007 - 5	S-13

170. The excerpts from the Prospectus Supplements in the above paragraph contained material misstatements and omission of fact because:

(a) The ratings assigned, as set forth in the Prospectus Supplements, were based on outdated models, lowered ratings criteria, and inaccurate loan information as set forth in great detail

1 above. These flaws produced artificially high credit ratings for the Certificates, making them appear
 2 less risky than they really were.

3 (b) The Rating Agencies were intricately involved in the securitization process, as they
 4 were engaged and paid by WaMu in return for their granting substantially all of the Certificates the
 5 highest investment grade rating. This process, referred to herein as “ratings shopping” resulted in
 6 the Certificates being assigned artificially high credit ratings, making them appear less risky than
 7 they really were.

9 **VII. CLASS ACTION ALLEGATIONS**

10 171. Plaintiffs bring this action as a class action pursuant to Rule 23 of the Federal Rules
 11 of Civil Procedure on behalf of a class consisting of all persons or entities who acquired the
 12 Certificates issued by the Issuers, as set forth in ¶¶42, above, pursuant and traceable to the false and
 13 misleading Registration Statements and Prospectuses, and incorporated Prospectus Supplements (the
 14 “Class”). Excluded from the Class are Defendants, the officers and directors of the Defendants, at
 15 all relevant times, members of their immediate families and their legal representatives, heirs,
 16 successors or assigns and any entity in which Defendants have or had a controlling interest.

18 172. The members of the Class are so numerous that joinder of all members is
 19 impracticable. While the exact number of Class members is unknown to Plaintiffs at this time and
 20 can only be ascertained through appropriate discovery, Plaintiffs believe that there are hundreds of
 21 members in the proposed Class. Record owners and other members of the Class may be identified
 22 from records maintained by the Defendants and/or Relevant Non-Parties, including, but not limited
 23 to, WMI, WMB, or their transfer agents and may be notified of the pendency of this action by mail,
 24 using the form of notice similar to that customarily used in securities class actions. Billions of
 25 dollars worth of Certificates were issued pursuant to the Registration Statement.

27 173. Plaintiffs’ claims are typical of the claims of the members of the Class as all members
 28

1 of the Class are similarly affected by Defendants' wrongful conduct in violation of federal law that is
 2 complained of herein.

3 174. The Plaintiffs will fairly and adequately protect the interests of the members of the
 4 Class and have retained counsel competent and experienced in class and securities litigation.

5 175. Plaintiffs bring this action as a class action pursuant to Federal Rule of Civil
 6 Procedure 23(b)(3)

7 176. Common questions of law and fact exist as to all members of the Class and
 8 predominate over any questions solely affecting individual members of the Class. Among the
 9 questions of law and fact common to the Class are: whether Defendants violated the state and federal
 10 securities laws; whether the Offering Documents issued by Defendants to promote and sell the
 11 Certificates negligently omitted and/or misrepresented material facts about the Certificates; and to
 12 what extent the members of the Class have sustained damages and the proper measure of damages
 13 for the class.

14 177. A class action is superior to all other available methods for the fair and efficient
 15 adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the
 16 damages suffered by individual Class members may be relatively small, the expense and burden of
 17 individual litigation make it impossible for members of the Class to individually redress the wrongs
 18 done to them. There will be no difficulty in the management of this action as a class action.

21 **VIII. CAUSES OF ACTION**

23 **FIRST CAUSE OF ACTION**

24 **For Violations of § 11 of the Securities Act
 (Against All Defendants)**

25 178. Plaintiffs repeat and reallege each and every allegation above as if set forth in full
 26 herein, to the extent that such allegations do not sound in fraud.

27 179. This Cause of Action is brought pursuant to § 11 of the Securities Act, on behalf of

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1 Plaintiffs and the Class, against all defendants. This Cause of Action is predicated upon defendants'
 2 strict liability for making material misleading statements and omitting material information from and
 3 in the Offering Documents.

4 180. The Offering Documents were materially misleading, contained untrue statements of
 5 material fact, omitted to state other facts necessary to make the statements not misleading, and
 6 omitted to state material facts required to be stated therein.

7 181. The defendants are strictly liable to Plaintiffs and the Class for making the
 8 misstatements and omissions in issuing the Certificates.

9 182. The Individual Defendants each signed the Registration Statement.

10 183. Defendant WCC acted as the underwriter in the sale of Certificates issued by the
 11 Issuing Trusts, directly and indirectly participated in the distribution of the Certificates, directly and
 12 indirectly solicited offers to purchase the Certificates, and directly and indirectly participated in
 13 drafting and disseminating the Offering Documents for the Certificates.

14 184. The Ratings Agencies were intricately involved in the sale of Certificates issued by
 15 the Issuing Trusts, directly and indirectly participated in the distribution of the Certificates, directly
 16 and indirectly solicited offers to purchase the Certificates, and directly and indirectly participated in
 17 drafting and disseminating the Offering Documents for the Certificates.

18 185. The Appraiser Defendants systematically provided appraisals that it certified as
 19 “independent,” USPAP-compliant and otherwise in accordance with industry standards, for many, if
 20 not most, of the mortgages underlying the Certificates. Without certified appraisals WaMu could
 21 not have credibly specified the LTV ratios of the mortgages in the Offering Documents. Absent
 22 USPAP compliant appraisals for the underlying mortgages, the Certificates could not have issued.

23 186. The defendants owed to the Plaintiffs and other Class members the duty to make a
 24 reasonable and diligent investigation of the statements contained in the Offering Documents at the
 25

1 time they became effective to ensure that such statements were true and correct and that there was no
 2 omission of material facts required to be stated in order to make the statements contained therein not
 3 misleading.

4 187. The defendants knew, or in the exercise of reasonable care should have known, of the
 5 material misstatements and omissions contained in or omitted from the Offering Documents as set
 6 forth herein.

7 188. The defendants failed to possess a reasonable basis for believing, and failed to make a
 8 reasonable investigation to ensure, that statements contained in the Offering Documents were true
 9 and/or that there was no omission of material facts necessary to make the statements contained
 10 therein not misleading.

11 189. The defendants issued and disseminated, caused to be issued or disseminated, and
 12 participated in the issuance and dissemination of material statements to the investing public which
 13 were contained in the Offering Documents, which made false and misleading statements and/or
 14 misrepresented or failed to disclose material facts, as set forth above.

15 190. By reason of the conduct alleged herein, defendants violated § 11 of the Securities
 16 Act, and are liable to Plaintiffs and the Class.

17 191. Plaintiffs and other Class members acquired the Certificates pursuant and traceable to
 18 the Registration Statement. At the time Plaintiffs and Class members obtained their Certificates,
 19 they did so without knowledge of the facts concerning the misstatements and omissions alleged
 20 herein.

21 192. Plaintiffs and other Class members have sustained damages as a result of the
 22 wrongful conduct alleged and the violations of the defendants. Specifically, as set forth herein, the
 23 delinquency, foreclosure, repossession and bankruptcy rates for the collateral underlying the
 24 Certificates - arising from defective collateral and faulty origination practices - triggered

1 unprecedented downgrades of the Certificates' credit ratings by the Rating Agencies and attendant
2 declines in the value of the Certificates.

3 193. By virtue of the foregoing, Plaintiffs and other Class members are entitled to
4 damages, jointly and severally from each of the defendants, as set forth in § 11 of the Securities Act.
5

6 194. This action is brought within one year after the discovery of the untrue statements and
7 omissions contained in the Offering Documents and within three years of the Certificates being
8 offered to the public. Despite the exercise of reasonable diligence, Plaintiffs could not have
9 reasonably discovered the untrue statements and omissions in the Offering Documents at an earlier
10 time.

11 **SECOND CAUSE OF ACTION**

12 **For Violation of § 12(a)(2) of the Securities Act**
13 **(Against Defendant WCC)**

14 195. Plaintiffs repeat and reallege each and every allegation above as if set forth in full
15 herein, to the extent that such allegations do not sound in fraud.

16 196. This Cause of Action is brought pursuant to § 12(a)(2) of the Securities Act, on behalf
17 of Plaintiffs and the Class, against WCC.

18 197. Defendant WCC, as underwriter, promoted and sold the Certificates pursuant to the
19 defective and misleading Prospectus Supplements for its own financial gain. The Prospectus
20 Supplements contained untrue statements of material fact, omitted to state facts necessary to make
21 statements not misleading, and concealed and failed to disclose material facts.

23 198. WCC owed to Plaintiffs and the other Class members who purchased Certificates
24 pursuant to the Offering Documents, a duty to make a reasonable and diligent investigation of the
25 statements contained in the Offering Documents, to ensure that such statements were true and that
26 there was no omission of material fact necessary to make the statements contained therein not
27 misleading. WCC knew of, or in the exercise of reasonable care should have known of, the
28

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1 misstatements and omissions contained in the Offering Documents, as set forth herein.

2 199. Plaintiffs and other Class members purchased or otherwise acquired Certificates
3 pursuant to the defective Offering Documents from WCC. Plaintiffs did not know, and in the
4 exercise of reasonable diligence could not have known, of the misrepresentations and omissions
5 contained in the Offering Documents.

6 200. By reason of the conduct alleged herein, WCC violated § 12(a)(2) of the Securities
7 Act, and is liable to Plaintiffs and other Class members who purchased Certificates pursuant to the
8 Offering Documents.

9 201. Plaintiffs and other Class members were damaged by WCC's wrongful conduct.
10 Those Class members who have retained their Certificates have the right to rescind and recover the
11 consideration paid for their Certificates, as set forth in § 12(a)(2) of the Securities Act. Those Class
12 members who have sold their Certificates are entitled to rescissory damages, as set forth in §
13 12(a)(2) of the Securities Act. Specifically, as set forth herein, the delinquency and default rates for
14 the collateral underlying the Certificates - arising from defective collateral and faulty origination
15 practices - triggered unprecedented downgrades of the Certificates' credit ratings by the Rating
16 Agencies and attendant declines in the value of the Certificates.
17

18 202. This action is brought within one year after the discovery of the untrue statements and
19 omissions contained in the Offering Documents, within one year after reasonable discovery of the
20 untrue statements and material omissions and within three years of when the Certificates were sold
21 to the public. Despite the exercise of reasonable diligence, Plaintiffs could not have reasonably
22 discovered the untrue statements and omissions in the Offering Documents at an earlier time.

23 **THIRD CAUSE OF ACTION**

24 **For Violations of § 15 of the Securities Act**
(Against Individual Defendants and WCC)

25 203. Plaintiffs repeat and reallege each and every allegation above as if set forth in full

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28 75

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1 herein, to the extent that such allegations do not sound in fraud.

2 204. This Cause of Action is brought pursuant to § 15 of the Securities Act against the
3 Individual Defendants and Defendant WCC.

4 205. Each of the Individual Defendants, by virtue of his or her control, ownership, offices,
5 directorship, and specific acts set forth above was, at the time of the wrongs alleged herein, a
6 controlling person of WMAAC and the Issuing Trusts within the meaning of Section 15 of the
7 Securities Act. Each of the Individual Defendants had the power to influence, and exercised that
8 power and influence, to cause WMAAC and the Issuing Trusts to engage in violations of the
9 Securities Act, as described above.

10 206. WCC, by virtue of its control, influence, participation and solicitation of offers to
11 purchase the Certificates and specific acts set forth above were, at the time of the wrongs alleged
12 herein, a controlling person of WMAAC and the Issuing Trusts within the meaning of Section 15 of
13 the Securities Act. The Underwriter Defendant had the power to influence, and exercised that power
14 and influence, to cause WMAAC and the Issuing Trusts to engage in violations of the Securities Act,
15 as described above.

16 207. The Individual Defendants' and WCC's control, position and influence made them
17 privy to, and provided them with actual knowledge of, the material facts and omissions concealed
18 from Plaintiffs and the other Class members.

19 208. Each of the Individual Defendants was a participant in the violations alleged herein,
20 based on their having prepared, signed or authorized the signing of the Registration Statements and
21 having otherwise participated in the consummation of the Offerings detailed herein. The Defendants
22 named herein were responsible for overseeing the formation and operation of the Issuing Trusts,
23 including routing payments from the borrowers to investors.

24 209. Individual Defendants prepared, reviewed and/or caused the Registration Statements

1 and Prospectus Supplements to be filed and disseminated.

2 210. Since the Defendants named herein controlled the ultimate decision of which
3 mortgage loans would be included and excluded from the securitized pools of loans as well as the
4 ultimate amount of credit enhancement required in order for the Certificates to be sold to investors,
5 they controlled all material aspects relating to the acquisition, structure and sale of the Certificates
6 and thus, the activities of the Issuing Trusts and Individual Defendants within the meaning of
7 Section 15 of the Securities Act.

9 211. By virtue of the wrongful conduct alleged herein, the Individual Defendants and
10 WCC are liable to Plaintiffs and the other Class members for the damages sustained. Specifically, as
11 set forth herein, the delinquency and default rates for the collateral underlying the Certificates -
12 arising from defective collateral and faulty origination practices - triggered unprecedented
13 downgrades of the Certificates' credit ratings by the Rating Agencies and attendant declines in the
14 value of the Certificates.

16 **FOURTH CAUSE OF ACTION**

17 **For Violations of the Washington State Securities Act**
18 **Seller/ Primary Liability, RCW § 21.20.010 (2) AND (3); RCW § 21.20.430(1)**
19 **(Against All Defendants)**

20 212. Plaintiffs repeat and reallege each and every allegation above as if set forth in full
21 herein.

22 213. For their Fourth Claim of relief, Plaintiffs allege each defendant is liable as a seller of
23 the Certificates under RCW 21.20.430(1), for violations of RCW 21.20.010 (2) and (3). These
24 violations of the Washington State Security Act ("WSSA"), RCW 20.21 *et seq.*, sound in negligence
25 and not in fraud.

26 **A. The Certificates are Securities Covered by WSSA**

28 214. The Certificates are a security within the meaning of RCW 21.20., *et seq.*
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1 215. Washington state has more substantive contacts with the offer and sale of the
 2 Certificates than any other jurisdiction. In particular, at all relevant times, the sponsor, issuer, and
 3 underwriter of the Certificates resided and were headquartered in Seattle, Washington. Thus,
 4 mortgage origination and acquisition, securitization, due diligence, preparation of the Offering
 5 Documents and the marketing and sale of the Certificates was primarily managed and controlled,
 6 and, in large part conducted, from Seattle. In addition, the Rating Agencies and Appraiser
 7 Defendants conducted significant business in Washington, including business related directly to the
 8 Certificates. Such business, on information and belief, was conducted pursuant to contracts made
 9 with WaMu Defendants executed in Washington. Further, the trustees of the Issuing Trusts
 10 contracted with WMB at the time of sale, for on-going servicing of the mortgage assets underlying
 11 the Certificates. Finally, on information and belief, the bulk of the mortgages underlying the
 12 Certificates are physically located in Washington.
 13

14 **B. Each Defendant is a Seller of the Certificates under RCW 21.20.430(1).**

16 The WaMu Defendants

17 216. WMACC, the Individual Defendants and WCC (the "WaMu Defendants") are each a
 18 seller within the meaning of 21.20.430(1) because they (1) directly or indirectly offered and sold the
 19 Certificates to Plaintiffs and the Class; and/or (2) their actions were a substantial contributing factor
 20 to the offer and sale of the Certificates.
 21

22 217. Activities of Defendant WMAAC that constitute an offer, a sale or a factor that
 23 substantially contributed to the offer and sale of the Certificates include, but are not limited to, the
 24 following:
 25

26 -WMAAC was the issuer of the Certificates and prepared and filed the Offering Documents
 27 with the SEC.
 28

1 -WMACC was also the depositor in the securitization process and sold the Certificates to the
2 underwriter, WCC.

3
4 218. Activities of Defendant WCC that constitute an offer, a sale or a factor that
5 substantially contributed to the offer and sale of the Certificates include, but are not limited to, the
6 following:

7 - WCC was the underwriter of the Certificates and assisted in preparation of the Offering
8 Documents.

9 - As the underwriter, WCC was responsible for the due diligence required to verify the
10 accuracy and completeness of the information uniformly presented to Plaintiffs and the Class
11 through the Offering Documents.

12 - WCC promoted and sold the Certificates to Plaintiffs and the Class.

13
14 219. Activities of the Individual Defendants that constitute an offer, a sale or a factor that
15 substantially contributed to the offer and sale of the Certificates include, but are not limited to the
16 fact that each signed the Offering Documents.

17
18 220. The WaMu Defendants collectively controlled or contracted for virtually every aspect
19 of the mortgage origination, securitization, sales, and servicing related to the Certificates. Discovery
20 is needed to verify precisely which entities and persons controlled or substantively participated in
21 each specific aspect of the process. As such, Plaintiffs allege, on information and belief, that, in
22 addition to their respective activities described in herein, all of the WaMu defendants substantively
23 participated in each of the following activities such that they were a substantially contributing factor
24 to the offer and sale of the Certificates:

25
26 - Review of the mortgages, directly or indirectly, to ensure they were suitable for
27 securitization.

- 1 - Structuring the pools of mortgages and other assets (e.g., credit enhancements) that
- 2 collateralized the Certificates.
- 3 - Pre-shopping proposed mortgage and asset packages to the Ratings Agency Defendants
- 4 and contracting or working with the agencies to obtain final Certificate ratings for
- 5 publication in the Offering Documents.
- 6 - Promoting and marketing the Certificates to Plaintiffs and the Class.

8 The Ratings Agency Defendants

9 221. Moody's and S&P (the "Ratings Agency Defendants") are each a seller because their
 10 actions were a substantial contributing factor to the offer and sale of the Certificates.

11 222. The Ratings Agency Defendants systematically and by uniform methods purported to
 12 provide "independent" certification the Certificates were of a particular investment grade. These
 13 rating were submitted to the SEC and published in the Offering Documents.

15 223. Independent ratings are required by the SEC for securities to issue and are relied on
 16 by investors to evaluate a given investment product. Absent the certified ratings, the Certificates
 17 could not have issued. Thus, the conduct of the Ratings Agency Defendants was a substantially
 18 contributing factor to the offer and sale of the Certificates.

19 224. Each of the Ratings Agency Defendants also, systematically and using uniform
 20 methods, participated in structuring the various mortgage pools and other assets that collateralized
 21 each series of Certificates by specifying the amount of credit enhancements or other assets needed
 22 for the Certificates to qualify for a specified rating. If the Certificates were not supported by
 23 sufficient assets to yield a suitable rating, the Certificates could not have issued. Thus, their conduct
 24 was a substantially contributing factor to the offer and sale of the Certificates.

26 225. The participation of the Ratings Agency Defendants went beyond provision of
 27 routine professional services because they knew WaMu would provide the ratings to investors to

1 induce them to purchase the Certificates.

2 226. In addition, Plaintiffs allege each Ratings Agency Defendant negligently (1) reduced
 3 or relaxed the rating standards applied to the Certificates; (2) delayed upgrading the models they
 4 used to rate the Certificates when they knew or should have known the models were understating the
 5 credit risk for the Certificates; and (3) continued to represent they were “independent” when they
 6 knew they had allowed WaMu inappropriate influence over their ratings process; and did so because
 7 they had become more invested in receiving future ratings contracts from WaMu than in fulfilling
 8 their duty to protect Plaintiffs and the Class and the integrity of the ratings process.

9
 10 The Appraiser Defendants

11 227. The Appraiser Defendants are a seller because their actions were a substantial
 12 contributing factor to the offer and sale of the Certificates.

13 228. The Appraiser Defendants, pursuant to agreements with WaMu Defendants,
 14 systematically provided appraisals that it certified as “independent,” USPAP-compliant and
 15 otherwise in accordance with industry standards, for many, if not most, of the mortgages underlying
 16 the Certificates.

17 229. Without certified appraisals the WaMu Defendants could not have credibly specified
 18 the LTV ratios of the mortgages in the Offering Documents. Absent USPAP compliant appraisals
 19 for the underlying mortgages, the Certificates could not have issued.

20 230. The participation of the Appraiser Defendants went beyond provision of routine
 21 professional services because they knew, directly from WaMu Defendants and through their
 22 involvement with the mortgage industry generally, that WaMu would provide the LTV ratios that
 23 flowed directly and necessarily from the appraisals to investors to induce them to purchase the
 24 Certificates.

25 231. In addition, Plaintiffs allege the Appraiser Defendants negligently (1) reduced or

1 relaxed their appraisal standards for WaMu; and (2) continued to represent they were “independent”
 2 when they knew they had allowed WaMu inappropriate influence over the appraisal process ; and
 3 they did so because they had become more invested in receiving future contracts from WaMu for
 4 appraisal services than in fulfilling their duty to provide accurate unbiased appraisals.
 5

6 **C. All Defendants violated RCW 21.21.010(2)**

7 232. The Offering Documents omit or contain extensive and uniform sets of material
 8 omissions and misrepresentations that any reasonable investor would have deemed important in
 9 deciding whether to purchase the Certificates. Such omissions and misrepresentations are fully
 10 described herein.

11 233. Each Defendant violated RCW 21.20.010(2) because it systematically: (1) made or
 12 caused to be made some or all of the uniform untrue statements of material fact, and/or (2) omitted
 13 or caused to be omitted some or all of the uniform sets of material facts, disclosure of which was
 14 necessary, under these circumstances, to make the statements made not misleading.

15 WaMu Defendants

16 234. By virtue of their respective roles as sponsor, issuer, underwriter and signatories of
 17 the Offering Documents each of the WaMu Defendants are liable for all the material
 18 misrepresentations and omissions contained in or omitted from the Offering Documents, regardless
 19 of who originally made the misstatement or failed to provide the omitted material.

20 235. In addition, Plaintiffs allege each of the WaMu Defendants directly or indirectly (1)
 21 made the material misrepresentations and omitted material information from the Offering
 22 Documents, and/or (2) systematically and uniformly failed to perform adequate due diligence to
 23 ensure the information in the Offering Documents was accurate and complete such that it would not
 24 be misleading to investors.

25 Ratings Agency Defendants

1 236. The Ratings Agency Defendants are liable for the uniform sets of material
2 misstatements and omissions in the Offering Documents regarding their certified ratings of the
3 Certificates.

4 237. Each of these Defendants knew or should have known the ratings were sought and
5 provided to allow the offer and sale of the Certificates as a secured investment product and that their
6 statements and omissions would be included in, or wrongly omitted from, the Offering Documents.

7 238. The material information the Ratings Agency Defendants knew and failed to disclose
8 includes, but is not limited to:

9 - The Rating Agency Defendants' independence from WaMu was compromised due to its
10 pre-certification involvement in structuring the assets of the Issuing Trusts; its dependence
11 on WaMu for future ratings contracts, and the degree of WaMu involvement and influence
12 over the ratings process.

13 - The models the ratings Agency Defendants systematically used to develop ratings and
14 specify needed credit enhancements for the Certificates were based on mortgages of a
15 materially different type than the mortgages securitized for these offerings such that there
16 was a significant risk the had materially understated the credit risk associated with the
17 Certificates, and the Certificates were not worthy of the ratings they had certified.

21 The Appraiser Defendants

22 239. The Appraiser Defendants are liable for the uniform sets of material misstatements
23 and omissions in the Offering Documents regarding, and immediately derived from, the appraisals
24 they certified for the mortgages underlying the Certificates.

25 240. These Defendants knew or should have known the appraisals were sought and
26 provided to allow the offer and sale of the Certificates as a secured investment product and that their
27 statements and omissions would be included in, or wrongly omitted from, the Offering Documents.

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1 241. The material information the Appraiser Defendants knew and failed to disclose
2 includes, but is not limited to, the following:

3 -The Appraiser Defendants independence from WaMu was compromised due to its
4 dependence on WaMu for future appraisal contracts, and the degree of WaMu involvement
5 and influence over the appraisal process;

6 -There is a significance risk the LTV ratios provided in the Offering Documents are
7 understated due to the above stated compromise of the Appraiser Defendants' independence.

8 242. Disclosure of this information was necessary to make statements made in the Offering
9 Documents that assured certain appraisal standards had been met and that specified LTV ratios for
10 the Certificates, were not misleading.

12 **D. All Defendants Violated RCW 21.20.010(3)**

13 243. All Defendant systematically engaged in acts, practices and/or a course of business
14 connected to the offer and sale of the Certificates, that uniformly and predictably operated as a deceit
15 upon Plaintiffs and Class Members in violation of RCW 21.20.010(3). Such violations sound in
16 negligence and not in fraud.

18 WaMu Defendants

19 244. All WaMu Defendants systematically and negligently corrupted every aspect of the
20 securitization and sales process associated with the sale of the Certificates by the acts described
21 above; and by their systematic and negligent abandonment, in the course of their business, of
22 accepted standards for (1) underwriting the mortgages underling the Certificates (including the
23 appraisal process); (2) conducting due diligence on the assets of the Issuing Trusts; (3) drafting the
24 Offering Documents; and (4) obtaining independent and valid ratings of credit risks associated with
25 the Certificates.

27 245. The undisclosed involvement and influence the WaMu Defendants systematically

1 exercised over the Appraisal Defendants and Ratings Agency Defendants acted to deceive Plaintiffs
 2 and the Class as to (1) the reliability of material information provided in the Offering Documents;
 3 (2) the reliability of WaMu as an issuer and underwriter of mortgaged-back-certificates; and (3) the
 4 potential for future disclosure of these facts to negatively impact the value of the Certificates.

5 Ratings Agency Defendants

6 246. The Ratings Agency Defendants systematically and negligently corrupted the ratings
 7 and securitization process associated with the sale of the Certificates by the acts described above;
 8 and their systematic and negligent abandonment in the course of their businesses of accepted
 9 procedures and standards for: (1) maintaining independence from the issuers and sellers of the
 10 Certificates; (2) conducting due diligence when rating mortgage backed securities; and (3) validating
 11 and updating the models used to assess and certify the credit risk associated with the Certificates.

12 247. The undisclosed involvement and influence the Ratings Agency Defendants allowed
 13 WaMu to exercised over the ratings process acted to deceive Plaintiffs and the Class as to the
 14 independence of the Ratings Agency Defendants and the reliability of the ratings they certified for
 15 the Certificates as well as the potential for future disclosure of these facts to negatively impact the
 16 value of the Certificates.

17 248. The undisclosed defects in, and failure to update or validate, the models the Ratings
 18 Agency Defendants used to develop the ratings and their potential to understate the credit risk of the
 19 certificates acted to deceive Plaintiffs and the Class as to the reliability of the ratings and the level of
 20 risk associated with the Certificates as well as the potential for future disclosure of these facts to
 21 negatively impact the value of the Certificates.

22 The Appraiser Defendants

23 249. The Appraiser Defendants systematically and negligently corrupted the mortgage
 24 appraisal process associated with the sale of the Certificates by the acts described above; and their

1 systematic and negligent abandonment in the courses of their business of accepted procedures and
 2 standards to maintain their independence from their WaMu customer; and otherwise conduct
 3 reliable and USPAP-compliant appraisals.

4 250. The undisclosed involvement and influence the Appraiser Defendants allowed WaMu
 5 to exercise over the appraisal process in the course of their business acted to deceive Plaintiffs and
 6 the Class as to the Appraiser Defendants' independence and the reliability of the LTV ratios
 7 specified in the Offering Documents as well as the potential for future disclosure of these facts to
 8 negatively impact the value of the Certificates.

9 **E. Plaintiffs and the Class are Entitled to a Presumption of Reliance**

10 251. Plaintiffs and the Class did not know and could not reasonably have known the
 11 material information regarding and relevant to the Certificates that each Defendant failed to disclose.

12 252. If the material information described above that Defendants omitted from the
 13 Offering Documents had been disclosed, the Certificates could not legally have been offered for sale.
 14 As such, the simple fact that Plaintiffs and the Class purchased the Certificates is evidence of their
 15 reliance on material omissions.

16 253. If the material information described above that Defendants omitted from the
 17 Offering Documents had been disclosed there would have been no market for the Certificates as such
 18 disclosures would have revealed the Certificates were an unsuitable investment for any potential
 19 investor in securities of this type. In other words, under all the circumstances alleged above, these
 20 Certificates had no business being offered or sold as legitimate mortgage-backed-securities.

21 254. The market for mortgaged-backed-securities like these Certificates is a highly
 22 efficient market. This is evidenced by the rapid downgrading of all the Certificates to junk bond
 23 status resulting, not from changes in the overall market, but from (1) the belated disclosure of the
 24 material facts omitted at the time of sale; and (2) the unexpected high rate of default on the
 25

1 mortgages underlying the Certificates that was only unexpected primarily because of the material
2 information omitted from the Offering Documents.

3 255. Under these circumstances, Plaintiffs and the Class are entitled to a presumption that
4 they each reasonably relied on Defendants' omissions and misrepresentations in deciding to
5 purchase the Certificates. F

F. All Defendants are Jointly and Severally Liable to Plaintiffs and the Class.

8 256. As a result of Defendants' primary violations of the 21.20.010 (2) and (3), each of
9 them are liable to Plaintiffs and the Class, jointly and severally, for the relief specified in RCW
10 21.20.430(1) which includes rescission or damages (if rescission is not available), interest and
11 attorneys' fees.

257. Plaintiffs and Class Members have been damaged by Defendants' violations of
13
14 WSSA because, the false statements and omissions Defendants made at the time of Plaintiff's
15 purchases have since become known to the market and, as a direct result, the value of the Certificates
16 have declined by over 40%.

FIFTH CAUSE OF ACTION

**For Violations of the Washington State Securities Act
Secondary/Control Person Liability, RCW § 21.20.430(3)
(Against Individual Defendants and First American)**

21 258. Plaintiffs repeat and reallege each and every allegation above as set forth in full
22
23 herein.

23 259. For their Fifth Claim of relief Plaintiffs allege each defendant against whom this
24 claim is brought is liable as a control person of the Certificates under RCW 21.20.430(3) for each
25 seller's primary violation of 21.20.010(2) and/or(3). These violations of the Washington State
26 Security Act, RCW 20.21 et seq., sound in negligence and not in fraud.

27 A. Defendants are control persons of a liable seller within the meaning of RCW
28 21.20.430(3).

1 260. 261. WMAAC and eAppraiseIT are liable sellers under RCW 21.20.430(1).
2

3 261. At all relevant times, the Individual Defendants were officers, directors or employees
4 of WMAAC.

5 262. Alternatively, each named Individual Defendant (1) was an employee of WMAAC
6 and (2) materially aided WMAAC in the offer and sale of the Certificates by signing one or both of
7 the Registration Statements, or by, on information and belief, participating in the conduct forming
8 the basis of liability for WMAAC.

9 263. At all relevant times First American was the owner of eAppraiseIT and exercised or
10 had the power to exercise control over eAppraisal's wrongful conduct alleged herein.

12 264. As a results of these Defendants' secondary violations of the 21.20.010 (2) and (3)
13 they are each of them liable to Plaintiffs and the Class, jointly and severally, for the relief specified
14 in RCW 21.20.430(1) which includes rescission, damages (if rescission is not available), interest and
15 attorneys' fees.

16 265. Plaintiffs and Class Members have been damaged by Defendants' violations of
17 WSSA as described herein.
18

19 **IX. PRAYER FOR RELIEF**

20 **WHEREFORE**, Plaintiffs pray for relief and judgment, as follows:

21 A. An order certifying the proposed plaintiff Class, designating Lead and Named
22 Plaintiffs as representatives of the Class, and designating Lead Counsel as Class Counsel.

23 B. An award of statutory, compensatory and/or all exemplary damages allowed by law in
24 favor of Plaintiffs and the Class and against all Defendants, jointly and severally, in an amount to be
25 proven at trial, including interest thereon;

27 C. An award of rescission or a rescissory measure of damages;

28 D. An award of Plaintiffs reasonable attorneys' fees and, costs as allowed by law;
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E. An award of pre- and post-judgment interest as allowed by law;

F. An order granting Plaintiffs and the Class leave to amend the Complaint to conform to the evidence produced at trial; and

G. An award of such additional equitable, injunctive or other relief as the Court deems appropriate.

JURY DEMAND

Plaintiffs hereby demand a trial by jury.

Dated: November 23, 2009

Respectfully submitted,
SCOTT+SCOTT LLP

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CERTIFICATE OF SERVICE

I hereby certify that on the 23rd day of November, 2009, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the following:

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Case No.: C09-0037 (MJP)

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17 DATED this 23rd day of November, 2009 at San Diego, California.

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